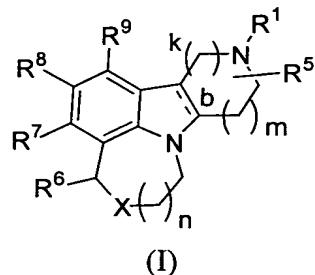


CLAIMS

What is claimed is:

- 5 1. A compound of the formula (I):



or stereoisomers or pharmaceutically acceptable salt forms thereof, wherein:

10

b is a single bond or a double bond;

X is -O-, -S-, -S(=O)-, -S(=O)2-, or -NR<sup>10</sup>-;

15 R<sup>1</sup> is selected from

H,  
C(=O)R<sup>2</sup>,  
C(=O)OR<sup>2</sup>,  
C<sub>1-8</sub> alkyl,

20 C<sub>2-8</sub> alkenyl,

C<sub>2-8</sub> alkynyl,

C<sub>3-7</sub> cycloalkyl,

C<sub>1-6</sub> alkyl substituted with Z,

C<sub>2-6</sub> alkenyl substituted with Z,

25 C<sub>2-6</sub> alkynyl substituted with Z,

C<sub>3-6</sub> cycloalkyl substituted with Z,

aryl substituted with Z,

30 5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic

ring system substituted with Z;

C<sub>1-3</sub> alkyl substituted with Y,

C<sub>2-3</sub> alkenyl substituted with Y,

C<sub>2-3</sub> alkynyl substituted with Y,

- C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>2</sup>,  
 C<sub>2-6</sub> alkenyl substituted with 0-2 R<sup>2</sup>,  
 C<sub>2-6</sub> alkynyl substituted with 0-2 R<sup>2</sup>,  
 aryl substituted with 0-2 R<sup>2</sup>, and  
 5        5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic ring system substituted with 0-2 R<sup>2</sup>;
- Y is selected from  
 10      C<sub>3-6</sub> cycloalkyl substituted with Z,  
           aryl substituted with Z,  
           5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic ring system substituted with Z;  
 15      C<sub>3-6</sub> cycloalkyl substituted with -(C<sub>1-3</sub> alkyl)-Z,  
           aryl substituted with -(C<sub>1-3</sub> alkyl)-Z, and  
           5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic ring system substituted with -(C<sub>1-3</sub> alkyl)-Z;  
 20      Z is selected from H,  
           -CH(OH)R<sup>2</sup>,  
           -C(ethylenedioxy)R<sup>2</sup>,  
           -OR<sup>2</sup>,  
 25      -SR<sup>2</sup>,  
           -NR<sup>2</sup>R<sup>3</sup>,  
           -C(O)R<sup>2</sup>,  
           -C(O)NR<sup>2</sup>R<sup>3</sup>,  
           -NR<sup>3</sup>C(O)R<sup>2</sup>,  
 30      -C(O)OR<sup>2</sup>,  
           -OC(O)R<sup>2</sup>,  
           -CH(=NR<sup>4</sup>)NR<sup>2</sup>R<sup>3</sup>,  
           -NHC(=NR<sup>4</sup>)NR<sup>2</sup>R<sup>3</sup>,  
           -S(O)R<sup>2</sup>,  
 35      -S(O)<sub>2</sub>R<sup>2</sup>,  
           -S(O)<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, and -NR<sup>3</sup>S(O)<sub>2</sub>R<sup>2</sup>;

R<sup>2</sup>, at each occurrence, is independently selected from

- halo,
- C<sub>1-3</sub> haloalkyl,
- C<sub>1-4</sub> alkyl,
- 5 C<sub>2-4</sub> alkenyl,
- C<sub>2-4</sub> alkynyl,
- C<sub>3-6</sub> cycloalkyl,
- aryl substituted with 0-5 R<sup>42</sup>;
- 10 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and
- 15 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>41</sup>;

R<sup>3</sup>, at each occurrence, is independently selected from

- 15 H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, and
- C<sub>1-4</sub> alkoxy;

alternatively, R<sup>2</sup> and R<sup>3</sup> join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R<sup>4</sup>)-;

- 20 R<sup>4</sup>, at each occurrence, is independently selected from H and C<sub>1-4</sub> alkyl;

R<sup>5</sup> is H or C<sub>1-4</sub> alkyl;

- 25 R<sup>6</sup> is H or C<sub>1-4</sub> alkyl;

R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from

- H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>,
- C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkoxy, (C<sub>1-4</sub> 30 haloalkyl)oxy,
- C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,
- C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,
- C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,
- aryl substituted with 0-5 R<sup>33</sup>,
- 35 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

5           OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
          C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
          NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
 10          S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>,  
          NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

R<sup>8</sup> is selected from

10          H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>,  
          C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkoxy, (C<sub>1-4</sub>  
          haloalkyl)oxy,  
          C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,  
          C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,  
          C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>11</sup>,  
 15          C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>11</sup>,  
          C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
          aryl substituted with 0-5 R<sup>33</sup>,  
          5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 20          selected from the group consisting of N, O, and S substituted with 0-3  
          R<sup>31</sup>;

25          OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
          C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
          NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
          S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>,  
          NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

R<sup>10</sup> is selected from H,

30          C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>10A</sup>,  
          C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>10A</sup>,  
          C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>10A</sup>, and  
          C<sub>1-4</sub> alkoxy;

R<sup>10A</sup> is selected from

35          C<sub>1-4</sub> alkoxy,  
          C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,

phenyl substituted with 0-3 R<sup>33</sup>, and  
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
 selected from the group consisting of N, O, and S; substituted with 0-2  
 R<sup>44</sup>;

5

R<sup>11</sup> is selected from

H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>,  
 C<sub>1</sub>-8 alkyl, C<sub>2</sub>-8 alkenyl, C<sub>2</sub>-8 alkynyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-8 alkoxy, C<sub>3</sub>-10  
 cycloalkyl,

10

C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
 aryl substituted with 0-5 R<sup>33</sup>,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;

15

OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
 C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
 NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
 S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>,  
 NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

20

R<sup>12</sup>, at each occurrence, is independently selected from

C<sub>1</sub>-4 alkyl substituted with 0-1 R<sup>12a</sup>,  
 C<sub>2</sub>-4 alkenyl substituted with 0-1 R<sup>12a</sup>,  
 25 C<sub>2</sub>-4 alkynyl substituted with 0-1 R<sup>12a</sup>,  
 C<sub>3</sub>-6 cycloalkyl substituted with 0-3 R<sup>33</sup>,  
 aryl substituted with 0-5 R<sup>33</sup>;

C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms

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selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from

phenyl substituted with 0-5 R<sup>33</sup>,  
 35 C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

5 R<sup>13</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R<sup>14</sup>)-;

10 alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms selected from the group consisting of N, O, and S, wherein said bicyclic heterocyclic ring system is unsaturated or partially saturated, wherein said  
15 bicyclic heterocyclic ring system is substituted with 0-3 R<sup>16</sup>;

R<sup>14</sup>, at each occurrence, is independently selected from H and C<sub>1-4</sub> alkyl;

20 R<sup>15</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-3</sub> haloalkyl-oxy-, C<sub>1-3</sub> alkyloxy-,  
25 and =O;

30 R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl  
35 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

$R^{33}$ , at each occurrence, is independently selected from

H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

$R^{41}$ , at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, =O; C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>, aryl substituted with 0-3 R<sup>42</sup>, and 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;

$R^{42}$ , at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, SOR<sup>45</sup>, SR<sup>45</sup>, NR<sup>46</sup>SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>COR<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>, aryl substituted with 0-3 R<sup>44</sup>, and 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;

$R^{43}$  is C<sub>3-6</sub> cycloalkyl or aryl substituted with 0-3 R<sup>44</sup>;

$R^{44}$ , at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, C<sub>1-4</sub> alkyl, and C<sub>1-4</sub> alkoxy;

R<sup>45</sup> is C<sub>1-4</sub> alkyl;

R<sup>46</sup>, at each occurrence, is independently selected from H and C<sub>1-4</sub> alkyl;

- 5 R<sup>47</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, -C(=O)NH(C<sub>1-4</sub> alkyl), -SO<sub>2</sub>(C<sub>1-4</sub> alkyl), -C(=O)O(C<sub>1-4</sub> alkyl), -C(=O)(C<sub>1-4</sub> alkyl), and -C(=O)H;

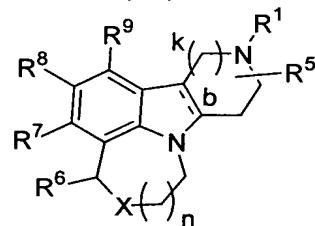
k is 1 or 2;

- 10 m is 0 or 1; and  
n is 1 or 2;

provided that when b is a double bond; n is 1; m is 1; k is 1; X is -O-, -S-, -S(=O)-, or -SO<sub>2</sub>-; and the three substituents of R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, consist of i) three hydrogens, ii)

- 15 two hydrogens and one chloro, or iii) two hydrogens and one methyl; then R<sup>1</sup> must contain the substituent Z or Y.

2. A compound of Claim 1 of Formula (I-a):



20 (I-a)

wherein:

X is -O-, -S-, -S(=O)-, -S(=O)2-, or -NR<sup>10</sup>-;

R<sup>1</sup> is selected from

- 25 H,  
C(=O)R<sup>2</sup>,  
C(=O)OR<sup>2</sup>,  
C<sub>1-8</sub> alkyl,  
C<sub>2-8</sub> alkenyl,  
30 C<sub>2-8</sub> alkynyl,  
C<sub>3-7</sub> cycloalkyl,  
C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>2</sup>,  
C<sub>2-6</sub> alkenyl substituted with 0-2 R<sup>2</sup>,

- C<sub>2-6</sub> alkynyl substituted with 0-2 R<sup>2</sup>,  
 aryl substituted with 0-2 R<sup>2</sup>, and  
 5-6 membered heterocyclic ring system containing at least one heteroatom  
 selected from the group consisting of N, O, and S, said heterocyclic  
 5 ring system substituted with 0-2 R<sup>2</sup>;
- R<sup>2</sup>, at each occurrence, is independently selected from  
 F, Cl, CH<sub>2</sub>F, CHF<sub>2</sub>, CF<sub>3</sub>,  
 C<sub>1-4</sub> alkyl,  
 10 C<sub>2-4</sub> alkenyl,  
 C<sub>2-4</sub> alkynyl,  
 C<sub>3-6</sub> cycloalkyl,  
 phenyl substituted with 0-5 R<sup>42</sup>;  
 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and  
 15 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>41</sup>;
- R<sup>5</sup> is H, methyl, ethyl, propyl, or butyl;  
 20 R<sup>6</sup> is H, methyl, ethyl, propyl, or butyl;
- R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from  
 H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>,  
 25 C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkoxy, (C<sub>1-4</sub>  
 haloalkyl)oxy,  
 C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,  
 C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,  
 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
 30 aryl substituted with 0-5 R<sup>33</sup>,  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;
- 35 OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
 C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
 NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,

$\text{S(O)}_2\text{NR}^{12}\text{R}^{13}$ ,  $\text{NR}^{14}\text{S(O)}\text{R}^{12}$ ,  $\text{NR}^{14}\text{S(O)}_2\text{R}^{12}$ ,  $\text{NR}^{12}\text{C(O)}\text{R}^{15}$ ,  
 $\text{NR}^{12}\text{C(O)}\text{OR}^{15}$ ,  $\text{NR}^{12}\text{S(O)}_2\text{R}^{15}$ , and  $\text{NR}^{12}\text{C(O)}\text{NHR}^{15}$ ;

$\text{R}^8$  is selected from

- 5      H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>,
- C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy,
- C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,
- C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,
- 10     C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>11</sup>,
- C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>11</sup>,
- C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,
- aryl substituted with 0-5 R<sup>33</sup>,
- 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
- 15     selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;
  
- 20     OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
          C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
          NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
          S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>,  
          NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

$\text{R}^{10}$  is selected from H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, and C<sub>1-4</sub> alkoxy;

- 25      $\text{R}^{11}$  is selected from
  - H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>,
  - C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkoxy, C<sub>3-10</sub> cycloalkyl,
  - 30     C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,
  - aryl substituted with 0-5 R<sup>33</sup>,
  - 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
  - selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

5           OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
 C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
 NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
 S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>,  
 NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

10          R<sup>12</sup>, at each occurrence, is independently selected from  
              C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>12a</sup>,  
              C<sub>2-4</sub> alkenyl substituted with 0-1 R<sup>12a</sup>,  
 15          C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>12a</sup>,  
              C<sub>3-6</sub> cycloalkyl substituted with 0-3 R<sup>33</sup>,  
              aryl substituted with 0-5 R<sup>33</sup>;  
              C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
              5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 20          selected from the group consisting of N, O, and S substituted with 0-3  
              R<sup>31</sup>;

25          R<sup>12a</sup>, at each occurrence, is independently selected from  
              phenyl substituted with 0-5 R<sup>33</sup>;  
 30          C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
              5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
              selected from the group consisting of N, O, and S substituted with 0-3  
              R<sup>31</sup>;

35          R<sup>13</sup>, at each occurrence, is independently selected from  
              H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

40          alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally  
              substituted with -O- or -N(R<sup>14</sup>)-;

45          alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-  
              membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms  
              selected from the group consisting of N, O, and S, wherein said bicyclic  
              heterocyclic ring system is unsaturated or partially saturated, wherein said  
 50          bicyclic heterocyclic ring system is substituted with 0-3 R<sup>16</sup>;

55          R<sup>14</sup>, at each occurrence, is independently selected from H and C<sub>1-4</sub> alkyl;

$R^{15}$ , at each occurrence, is independently selected from  
 H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

- 5     $R^{16}$ , at each occurrence, is independently selected from  
 H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H,  
 C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl,  
 C<sub>1-3</sub> haloalkyl-oxy-, C<sub>1-3</sub> alkyloxy- and =O;
- 10     $R^{31}$ , at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -  
 OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
 alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-  
 , C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-  
 C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub>  
 15    alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub>  
 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -  
 NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl  
 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -  
 NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;
- 20     $R^{33}$ , at each occurrence, is independently selected from  
 H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -  
 C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl,  
 C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub>  
 25    alkyloxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub>  
 alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub>  
 alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub>  
 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -  
 NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl  
 30    substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -  
 NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;
- 35     $R^{41}$ , at each occurrence, is independently selected from  
 H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN;  
 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl  
 C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>,

aryl substituted with 0-3 R<sup>42</sup>, and  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>44</sup>;

5

R<sup>42</sup>, at each occurrence, is independently selected from  
 H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>,  
 NHC(=NH)NH<sub>2</sub>,  
 C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>1</sub>-4 alkoxy, C<sub>1</sub>-4 haloalkyl, C<sub>3</sub>-6 cycloalkyl,  
 10 C<sub>1</sub>-4 alkyl substituted with 0-1 R<sup>43</sup>,  
 aryl substituted with 0-3 R<sup>44</sup>, and  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>44</sup>;

15

R<sup>43</sup> is C<sub>3</sub>-6 cycloalkyl or aryl substituted with 0-3 R<sup>44</sup>;

R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>,  
 CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, C<sub>1</sub>-4 alkyl, and C<sub>1</sub>-4 alkoxy;

20

R<sup>45</sup> is C<sub>1</sub>-4 alkyl;

R<sup>46</sup>, at each occurrence, is independently selected from H and C<sub>1</sub>-4 alkyl;

25 R<sup>47</sup>, at each occurrence, is independently selected from H and C<sub>1</sub>-4 alkyl;

k is 1 or 2; and

n is 1 or 2.

30

3. A compound of Claim 2 wherein:

X is -O-, -S-, or -NH-;

35 R<sup>1</sup> is selected from

H,  
 C(=O)R<sup>2</sup>,

- C(=O)OR<sup>2</sup>,  
C<sub>1-6</sub> alkyl,  
C<sub>2-6</sub> alkenyl,  
C<sub>2-6</sub> alkynyl,  
5 C<sub>3-6</sub> cycloalkyl,  
C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>2</sup>,  
C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>2</sup>, and  
C<sub>2-4</sub> alkynyl substituted with 0-2 R<sup>2</sup>;
- 10 R<sup>2</sup>, at each occurrence, is independently selected from  
C<sub>1-4</sub> alkyl,  
C<sub>2-4</sub> alkenyl,  
C<sub>2-4</sub> alkynyl,  
C<sub>3-6</sub> cycloalkyl,
- 15 phenyl substituted with 0-5 R<sup>42</sup>;  
C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3  
R<sup>41</sup>;
- 20 R<sup>5</sup> is H, methyl, ethyl, propyl, or butyl;
- R<sup>6</sup> is H, methyl, ethyl, propyl, or butyl;
- 25 R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from  
H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>,  
C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, (C<sub>1-4</sub>  
haloalkyl)oxy,  
C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,
- 30 C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,  
C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
aryl substituted with 0-5 R<sup>33</sup>,  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3  
R<sup>31</sup>;

OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
 C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
 NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
 S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, and NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>;

5

R<sup>8</sup> is selected from

H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>,  
 C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, (C<sub>1-4</sub>  
 haloalkyl)oxy,

10 C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,

C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,

C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>11</sup>,

C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>11</sup>,

C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,

15 aryl substituted with 0-5 R<sup>33</sup>,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;

20 OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
 C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
 NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
 S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>,  
 NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

25

R<sup>11</sup> is selected from

H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>, C<sub>1-6</sub> alkyl,

C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>3-10</sub> cycloalkyl,  
 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,

30 aryl substituted with 0-5 R<sup>33</sup>,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;

35 OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
 C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,

NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, and NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>;

R<sup>12</sup>, at each occurrence, is independently selected from

- 5           C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>12a</sup>,  
          C<sub>2-4</sub> alkenyl substituted with 0-1 R<sup>12a</sup>,  
          C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>12a</sup>,  
          C<sub>3-6</sub> cycloalkyl substituted with 0-3 R<sup>33</sup>,  
          aryl substituted with 0-5 R<sup>33</sup>;  
10          C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
          5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
          selected from the group consisting of N, O, and S substituted with 0-3  
          R<sup>31</sup>;

- 15          R<sup>12a</sup>, at each occurrence, is independently selected from  
          phenyl substituted with 0-5 R<sup>33</sup>;  
          C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
          5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
          selected from the group consisting of N, O, and S substituted with 0-3  
20          R<sup>31</sup>;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

- 25          alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally  
          substituted with -O- or -N(R<sup>14</sup>)-;  
          alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-  
30          membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms  
          selected from the group consisting of N, O, and S, wherein said bicyclic  
          heterocyclic ring system is unsaturated or partially saturated, wherein said  
          bicyclic heterocyclic ring system is substituted with 0-3 R<sup>16</sup>;

- 35          R<sup>14</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and  
          butyl;

R<sup>15</sup>, at each occurrence, is independently selected from

H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

R<sup>16</sup>, at each occurrence, is independently selected from

5 H, OH, F, Cl, CN, NO<sub>2</sub>, CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H,  
methyl, ethyl, methoxy, ethoxy, trifluoromethyl, trifluoromethoxy and =O;

R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-,  
10 C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl  
15 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

R<sup>33</sup>, at each occurrence, is independently selected from

20 H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl  
25 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

30 R<sup>41</sup>, at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>, aryl substituted with 0-3 R<sup>42</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;

- 5 R<sup>42</sup>, at each occurrence, is independently selected from H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>1</sub>-4 alkoxy, C<sub>1</sub>-4 haloalkyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 alkyl substituted with 0-1 R<sup>43</sup>,
- 10 10 aryl substituted with 0-3 R<sup>44</sup>, and 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;
- 15 R<sup>43</sup> is C<sub>3</sub>-6 cycloalkyl or aryl substituted with 0-3 R<sup>44</sup>;
- R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, C<sub>1</sub>-4 alkyl, and C<sub>1</sub>-4 alkoxy;
- 20 R<sup>45</sup> is C<sub>1</sub>-4 alkyl;
- R<sup>46</sup>, at each occurrence, is independently selected from H and C<sub>1</sub>-4 alkyl;
- R<sup>47</sup>, at each occurrence, is independently selected from H and C<sub>1</sub>-4 alkyl;
- 25 k is 1 or 2; and
- n is 1 or 2.
- 30 4. A compound of Claim 2 wherein:
- X is -S-;
- R<sup>1</sup> is selected from
- 35 H,  
C<sub>1</sub>-4 alkyl,  
C<sub>2</sub>-4 alkenyl,

- C<sub>2-4</sub> alkynyl,  
 C<sub>3-4</sub> cycloalkyl,  
 C<sub>1-3</sub> alkyl substituted with 0-1 R<sup>2</sup>,  
 C<sub>2-3</sub> alkenyl substituted with 0-1 R<sup>2</sup>, and  
 5       C<sub>2-3</sub> alkynyl substituted with 0-1 R<sup>2</sup>;
- R<sup>2</sup>, at each occurrence, is independently selected from  
 C<sub>1-4</sub> alkyl,  
 C<sub>2-4</sub> alkenyl,  
 10      C<sub>2-4</sub> alkynyl,  
 C<sub>3-6</sub> cycloalkyl,  
 phenyl substituted with 0-5 R<sup>42</sup>;  
 C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and  
 15      5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>41</sup>;
- R<sup>5</sup> is H, methyl, ethyl, propyl, or butyl;
- 20      R<sup>6</sup> is H;
- R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from  
 H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>,  
 C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub>  
 25      haloalkyl)oxy,  
 C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,  
 C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,  
 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
 aryl substituted with 0-5 R<sup>33</sup>, and  
 30      5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;
- R<sup>8</sup> is selected from  
 35      H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>,  
 C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub>  
 haloalkyl)oxy,

- C<sub>3</sub>-10 cycloalkyl substituted with 0-2 R<sup>33</sup>,  
 C<sub>1</sub>-4 alkyl substituted with 0-2 R<sup>11</sup>,  
 C<sub>2</sub>-4 alkenyl substituted with 0-2 R<sup>11</sup>,  
 C<sub>2</sub>-4 alkynyl substituted with 0-1 R<sup>11</sup>,
- 5 C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
 aryl substituted with 0-5 R<sup>33</sup>,  
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
     selected from the group consisting of N, O, and S substituted with 0-3  
     R<sup>31</sup>;
- 10 OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>,  
     and NR<sup>12</sup>C(O)NHR<sup>15</sup>;
- R<sup>11</sup> is selected from  
 H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>,
- 15 C<sub>1</sub>-4 alkyl, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 alkoxy, (C<sub>1</sub>-4  
     haloalkyl)oxy,  
 C<sub>3</sub>-10 cycloalkyl substituted with 0-2 R<sup>33</sup>,  
 C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
 aryl substituted with 0-5 R<sup>33</sup>, and
- 20 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
     selected from the group consisting of N, O, and S substituted with 0-3  
     R<sup>31</sup>;
- R<sup>12</sup>, at each occurrence, is independently selected from
- 25 C<sub>1</sub>-4 alkyl substituted with 0-1 R<sup>12a</sup>,  
 C<sub>2</sub>-4 alkenyl substituted with 0-1 R<sup>12a</sup>,  
 C<sub>2</sub>-4 alkynyl substituted with 0-1 R<sup>12a</sup>,  
 C<sub>3</sub>-6 cycloalkyl substituted with 0-3 R<sup>33</sup>,  
 aryl substituted with 0-5 R<sup>33</sup>;
- 30 C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
     selected from the group consisting of N, O, and S substituted with 0-3  
     R<sup>31</sup>;
- 35 R<sup>12a</sup>, at each occurrence, is independently selected from  
 phenyl substituted with 0-5 R<sup>33</sup>;

C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3  
R<sup>31</sup>;

5

R<sup>13</sup>, at each occurrence, is independently selected from  
H, C<sub>1</sub>-4 alkyl, C<sub>2</sub>-4 alkenyl, and C<sub>2</sub>-4 alkynyl;

10 alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally  
substituted with -O- or -N(R<sup>14</sup>)-;

15 alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-  
membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms  
selected from the group consisting of one N, two N, three N, one N one O, and  
one N one S; wherein said bicyclic heterocyclic ring system is unsaturated or  
partially saturated, wherein said bicyclic heterocyclic ring system is  
substituted with 0-2 R<sup>16</sup>;

20 R<sup>14</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and  
butyl;

25 R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and  
butyl;

30 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, F, Cl, CN, NO<sub>2</sub>, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and  
trifluoromethoxy;

35 R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -  
OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6  
alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-  
, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-  
C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4  
alkyl)<sub>2</sub>NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6  
alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -  
NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl

substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

R<sup>33</sup>, at each occurrence, is independently selected from

5 H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1</sub>-6 alkyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4 alkyl)<sub>2</sub>NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

15

R<sup>41</sup>, at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, and C<sub>1</sub>-3 alkyl;

20

R<sup>42</sup>, at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>,

C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, C<sub>3</sub>-6 cycloalkyl, and C<sub>1</sub>-3 alkyl;

25

R<sup>43</sup> is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each substituted with 0-3 R<sup>44</sup>;

30

R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and butoxy;

R<sup>45</sup> is methyl, ethyl, propyl, or butyl;

35

R<sup>46</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>47</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

k is 1; and

5

n is 1 or 2.

5. A compound of Claim 2 wherein:

10 X is -S-;

R<sup>1</sup> is selected from

H,

C<sub>1-4</sub> alkyl,

15 C<sub>2-4</sub> alkenyl,

C<sub>2-4</sub> alkynyl,

C<sub>3-4</sub> cycloalkyl,

C<sub>1-3</sub> alkyl substituted with 0-1 R<sup>2</sup>,

C<sub>2-3</sub> alkenyl substituted with 0-1 R<sup>2</sup>, and

20 C<sub>2-3</sub> alkynyl substituted with 0-1 R<sup>2</sup>;

R<sup>2</sup>, at each occurrence, is independently selected from

C<sub>1-4</sub> alkyl,

C<sub>2-4</sub> alkenyl,

25 C<sub>2-4</sub> alkynyl,

C<sub>3-6</sub> cycloalkyl,

phenyl substituted with 0-5 R<sup>42</sup>;

C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and

30 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms

selected from the group consisting of N, O, and S substituted with 0-3 R<sup>41</sup>;

R<sup>5</sup> is H, methyl, ethyl, propyl, or butyl;

35 R<sup>6</sup> is H;

R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from

H, F, Cl, -CH<sub>3</sub>, -OCH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, and -NO<sub>2</sub>,

R<sup>8</sup> is selected from

- H, F, Cl, Br, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>,
- 5 C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy,
- C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,
- C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,
- 10 C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>11</sup>,
- C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>11</sup>,
- C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,
- aryl substituted with 0-5 R<sup>33</sup>,
- 15 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;
- OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

R<sup>11</sup> is selected from

- 20 H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>,
- C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy,
- C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,
- C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,
- 25 aryl substituted with 0-5 R<sup>33</sup>, and
- 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

30 R<sup>12</sup>, at each occurrence, is independently selected from

- C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>12a</sup>,
- C<sub>2-4</sub> alkenyl substituted with 0-1 R<sup>12a</sup>,
- C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>12a</sup>,
- C<sub>3-6</sub> cycloalkyl substituted with 0-3 R<sup>33</sup>,
- 35 aryl substituted with 0-5 R<sup>33</sup>;
- C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

5 R<sup>12a</sup>, at each occurrence, is independently selected from phenyl substituted with 0-5 R<sup>33</sup>; C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

10

R<sup>13</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-4 alkyl, C<sub>2</sub>-4 alkenyl, and C<sub>2</sub>-4 alkynyl;

15 alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R<sup>14</sup>)-;

20 alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms selected from the group consisting of N, O, and S; wherein said bicyclic heterocyclic ring system is selected from indolyl, indolinyl, indazolyl, benzimidazolyl, benzimidazolinyl, benztriazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydroisoquinolinyl; wherein said bicyclic heterocyclic ring system is substituted with 0-1 R<sup>16</sup>;

25

R<sup>14</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

30 R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

35 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, F, Cl, CN, NO<sub>2</sub>, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and trifluoromethoxy;

35

R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6

alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4 alkyl)<sub>2</sub>NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

10 R<sup>33</sup>, at each occurrence, is independently selected from  
H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1</sub>-6 alkyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4 alkyl)<sub>2</sub>NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

15 R<sup>33</sup>, at each occurrence, is independently selected from  
H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1</sub>-6 alkyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4 alkyl)<sub>2</sub>NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

20 R<sup>33</sup>, at each occurrence, is independently selected from  
H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1</sub>-6 alkyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4 alkyl)<sub>2</sub>NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

R<sup>41</sup>, at each occurrence, is independently selected from  
H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN,  
C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, and C<sub>1</sub>-3 alkyl;

25 R<sup>42</sup>, at each occurrence, is independently selected from  
H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>,  
NHC(=NH)NH<sub>2</sub>,  
C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, C<sub>3</sub>-6 cycloalkyl,  
30 and C<sub>1</sub>-3 alkyl;

R<sup>43</sup> is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each substituted with 0-3 R<sup>44</sup>;

R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and butoxy;

5 R<sup>45</sup> is methyl, ethyl, propyl, or butyl;

R<sup>46</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

10 R<sup>47</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

k is 1; and

15 n is 1 or 2.

6. A compound of Claim 2 wherein:

X is -S-;

20

R<sup>1</sup> is selected from H,  
C<sub>1-5</sub> alkyl substituted with 0-1 R<sup>2</sup>,  
C<sub>2-5</sub> alkenyl substituted with 0-1 R<sup>2</sup>, and  
C<sub>2-3</sub> alkynyl substituted with 0-1 R<sup>2</sup>;

25

R<sup>2</sup> is C<sub>3-6</sub> cycloalkyl;

R<sup>5</sup> is H, methyl, ethyl, or propyl;

30 R<sup>6</sup> is H;

R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from H, F, Cl, -CH<sub>3</sub>, -OCH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, and -NO<sub>2</sub>;

35 R<sup>8</sup> is selected from R<sup>11</sup>;  
methyl substituted with R<sup>11</sup>;  
phenyl substituted with 0-3 R<sup>33</sup>;

pyridyl substituted with 0-2 R<sup>33</sup>;  
OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>,  
and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

5 R<sup>11</sup> is selected from

- phenyl- substituted with 0-5 fluoro;
- pyridyl substituted with 0-2 R<sup>33</sup>;
- naphthyl- substituted with 0-2 R<sup>33</sup>;
- 2-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;
- 10 2-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;
- 2-(HC(=O))-phenyl- substituted with R<sup>33</sup>;
- 2-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;
- 2-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;
- 2-(HOCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;
- 15 2-(HOCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;
- 2-(H<sub>3</sub>COCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;
- 2-(H<sub>3</sub>COCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;
- 2-(H<sub>3</sub>CCH(OMe))-phenyl- substituted with R<sup>33</sup>;
- 2-(H<sub>3</sub>COC(=O))-phenyl- substituted with R<sup>33</sup>;
- 20 2-(HOCH<sub>2</sub>CH=CH)-phenyl- substituted with R<sup>33</sup>;
- 2-((MeOC=O)CH=CH)-phenyl- substituted with R<sup>33</sup>;
- 2-(methyl)-phenyl- substituted with R<sup>33</sup>;
- 2-(ethyl)-phenyl- substituted with R<sup>33</sup>;
- 2-(i-propyl)-phenyl- substituted with R<sup>33</sup>;
- 25 2-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;
- 2-(NC)-phenyl- substituted with R<sup>33</sup>;
- 2-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;
- 2-(fluoro)-phenyl- substituted with R<sup>33</sup>;
- 2-(chloro)-phenyl- substituted with R<sup>33</sup>;
- 30 3-(NC)-phenyl- substituted with R<sup>33</sup>;
- 3-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;
- 3-(fluoro)-phenyl- substituted with R<sup>33</sup>;
- 3-(chloro)-phenyl- substituted with R<sup>33</sup>;
- 3-(H<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;
- 35 3-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;
- 3-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;

- 4-(NC)-phenyl- substituted with R<sup>33</sup>;  
 4-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
 4-(chloro)-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;
- 5       4-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
 4-(ethoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(i-propoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(i-butoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;
- 10      4-((H<sub>3</sub>C)<sub>2</sub>CHC(=O))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
 4-((H<sub>3</sub>C)<sub>2</sub>CHCH(OH))-phenyl- substituted with R<sup>33</sup>;
- 15      4-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;  
 4-(cyclopropyloxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(cyclobutyloxy)-phenyl- substituted with R<sup>33</sup>; and  
 4-(cyclopentyloxy)-phenyl- substituted with R<sup>33</sup>;
- 20      R<sup>12</sup> is selected from  
 methyl substituted with R<sup>11</sup>;  
 phenyl substituted with 0-5 fluoro;  
 pyridyl substituted with 0-2 R<sup>33</sup>;
- 25      naphthyl substituted with 0-2 R<sup>33</sup>;  
 2-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
 2-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;  
 2-(HC(=O))-phenyl- substituted with R<sup>33</sup>;  
 2-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;
- 30      2-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
 2-(HOCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
 2-(HOCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
 2-(H<sub>3</sub>COCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
 2-(H<sub>3</sub>COCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;
- 35      2-(H<sub>3</sub>CCH(OMe))-phenyl- substituted with R<sup>33</sup>;  
 2-(H<sub>3</sub>COC(=O))-phenyl- substituted with R<sup>33</sup>;

- 2-(HOCH<sub>2</sub>CH=CH)-phenyl- substituted with R<sup>33</sup>;  
2-((MeOC=O)CH=CH)-phenyl- substituted with R<sup>33</sup>;  
2-(methyl)-phenyl- substituted with R<sup>33</sup>;  
2-(ethyl)-phenyl- substituted with R<sup>33</sup>;  
5 2-(i-propyl)-phenyl- substituted with R<sup>33</sup>;  
2-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
2-(NC)-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
2-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
10 2-(chloro)-phenyl- substituted with R<sup>33</sup>;  
3-(NC)-phenyl- substituted with R<sup>33</sup>;  
3-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
3-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
3-(chloro)-phenyl- substituted with R<sup>33</sup>;  
15 3-(H<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
3-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
3-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;  
4-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
4-(chloro)-phenyl- substituted with R<sup>33</sup>;  
20 4-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;  
4-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
4-(ethoxy)-phenyl- substituted with R<sup>33</sup>;  
4-(i-propoxy)-phenyl- substituted with R<sup>33</sup>;  
4-(i-butoxy)-phenyl- substituted with R<sup>33</sup>;  
25 4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
4-((H<sub>3</sub>C)<sub>2</sub>CHC(=O))-phenyl- substituted with R<sup>33</sup>;  
4-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
4-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;  
4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
30 4-((H<sub>3</sub>C)<sub>2</sub>CHCH(OH))-phenyl- substituted with R<sup>33</sup>;  
4-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
4-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;  
4-(cyclopropyloxy)-phenyl- substituted with R<sup>33</sup>;  
4-(cyclobutyloxy)-phenyl- substituted with R<sup>33</sup>; and  
35 4-(cyclopentyloxy)-phenyl- substituted with R<sup>33</sup>;

R<sup>13</sup> is H, methyl, or ethyl;

alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring selected from  
5 pyrrolyl, pyrrolidinyl, imidazolyl, piperidinyl, piperizinyl,  
methylpiperizinyl, and morpholinyl;

alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-  
membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms  
selected from the group consisting of N, O, and S; wherein said bicyclic  
10 heterocyclic ring system is selected from indolyl, indolinyl, indazolyl,  
benzimidazolyl, benzimidazolinyl, and benztriazolyl; wherein said bicyclic  
heterocyclic ring system is substituted with 0-1 R<sup>16</sup>;

R<sup>15</sup> is H, methyl, ethyl, propyl, or butyl;

15 R<sup>16</sup>, at each occurrence, is independently selected from  
H, OH, F, Cl, CN, NO<sub>2</sub>, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and  
trifluoromethoxy;

20 R<sup>33</sup>, at each occurrence, is independently selected from  
H, F, Cl, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -SCH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, and -NO<sub>2</sub>;

k is 1; and

25 n is 1 or 2.

7. A compound of Claim 2 wherein:

X is -O-;

30 R<sup>1</sup> is selected from

H,  
C<sub>1-4</sub> alkyl,  
C<sub>2-4</sub> alkenyl,  
35 C<sub>2-4</sub> alkynyl,  
C<sub>3-4</sub> cycloalkyl,  
C<sub>1-3</sub> alkyl substituted with 0-1 R<sup>2</sup>,

C<sub>2-3</sub> alkenyl substituted with 0-1 R<sup>2</sup>, and  
C<sub>2-3</sub> alkynyl substituted with 0-1 R<sup>2</sup>;

R<sup>2</sup>, at each occurrence, is independently selected from

- 5        C<sub>1-4</sub> alkyl,  
          C<sub>2-4</sub> alkenyl,  
          C<sub>2-4</sub> alkynyl,  
          C<sub>3-6</sub> cycloalkyl,  
          phenyl substituted with 0-5 R<sup>42</sup>;  
10      C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and  
          5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
          selected from the group consisting of N, O, and S substituted with 0-3  
          R<sup>41</sup>;

15      R<sup>5</sup> is H, methyl, ethyl, propyl, or butyl;

R<sup>6</sup> is H;

R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from

- 20      H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>,  
          C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub>  
          haloalkyl)oxy,  
          C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,  
          C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,  
25      C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
          aryl substituted with 0-5 R<sup>33</sup>, and  
          5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
          selected from the group consisting of N, O, and S substituted with 0-3  
          R<sup>31</sup>;

- 30      R<sup>8</sup> is selected from  
          H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>,  
          C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub>  
          haloalkyl)oxy,  
          C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,  
          C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,  
          C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>11</sup>,

- C<sub>2</sub>-4 alkynyl substituted with 0-1 R<sup>11</sup>,  
C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
aryl substituted with 0-5 R<sup>33</sup>,  
5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
5 selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;  
OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>,  
and NR<sup>12</sup>C(O)NHR<sup>15</sup>;
- 10 R<sup>11</sup> is selected from  
H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>,  
C<sub>1</sub>-4 alkyl, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 alkoxy, (C<sub>1</sub>-4  
haloalkyl)oxy,  
C<sub>3</sub>-10 cycloalkyl substituted with 0-2 R<sup>33</sup>,  
15 C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
aryl substituted with 0-5 R<sup>33</sup>, and  
5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;
- 20 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>1</sub>-4 alkyl substituted with 0-1 R<sup>12a</sup>,  
C<sub>2</sub>-4 alkenyl substituted with 0-1 R<sup>12a</sup>,  
C<sub>2</sub>-4 alkynyl substituted with 0-1 R<sup>12a</sup>,  
25 C<sub>3</sub>-6 cycloalkyl substituted with 0-3 R<sup>33</sup>,  
aryl substituted with 0-5 R<sup>33</sup>;  
C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3  
30 R<sup>31</sup>;
- R<sup>12a</sup>, at each occurrence, is independently selected from  
phenyl substituted with 0-5 R<sup>33</sup>;  
C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
35 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

R<sup>13</sup>, at each occurrence, is independently selected from  
H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

5 alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R<sup>14</sup>)-;

alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms

10 selected from the group consisting of one N, two N, three N, one N one O, and one N one S; wherein said bicyclic heterocyclic ring system is unsaturated or partially saturated, wherein said bicyclic heterocyclic ring system is substituted with 0-2 R<sup>16</sup>;

15 R<sup>14</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

20 R<sup>16</sup>, at each occurrence, is independently selected from H, OH, F, Cl, CN, NO<sub>2</sub>, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and trifluoromethoxy;

25 R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

35 R<sup>33</sup>, at each occurrence, is independently selected from

- H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1</sub>-6 alkyl, C<sub>2</sub>-6 alkenyl,  
 5 C<sub>2</sub>-6 alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4 alkyl)<sub>2</sub>NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;
- 10 R<sup>41</sup>, at each occurrence, is independently selected from H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, and C<sub>1</sub>-3 alkyl;  
 15 R<sup>42</sup>, at each occurrence, is independently selected from H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, C<sub>3</sub>-6 cycloalkyl, 20 and C<sub>1</sub>-3 alkyl;
- R<sup>43</sup> is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each substituted with 0-3 R<sup>44</sup>;
- 25 R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and butoxy;
- 30 R<sup>45</sup> is methyl, ethyl, propyl, or butyl;
- R<sup>46</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- 35 R<sup>47</sup>, at each occurrence, is independently selected from from H, methyl, ethyl, propyl, and butyl;

k is 1; and

n is 1 or 2.

8. A compound of Claim 2 wherein

5

X is -O-;

R<sup>1</sup> is selected from

- 10            H,  
          C<sub>1-4</sub> alkyl,  
          C<sub>2-4</sub> alkenyl,  
          C<sub>2-4</sub> alkynyl,  
          C<sub>3-4</sub> cycloalkyl,  
          C<sub>1-3</sub> alkyl substituted with 0-1 R<sup>2</sup>,  
15            C<sub>2-3</sub> alkenyl substituted with 0-1 R<sup>2</sup>, and  
          C<sub>2-3</sub> alkynyl substituted with 0-1 R<sup>2</sup>;

R<sup>2</sup>, at each occurrence, is independently selected from

- 20            C<sub>1-4</sub> alkyl,  
          C<sub>2-4</sub> alkenyl,  
          C<sub>2-4</sub> alkynyl,  
          C<sub>3-6</sub> cycloalkyl,  
          phenyl substituted with 0-5 R<sup>42</sup>;  
          C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and  
25            5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
                  selected from the group consisting of N, O, and S substituted with 0-3  
                  R<sup>41</sup>;

R<sup>5</sup> is H, methyl, ethyl, propyl, or butyl;

30

R<sup>6</sup> is H;

R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from H, F, Cl, -CH<sub>3</sub>, -OCH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, and -NO<sub>2</sub>;

35

R<sup>8</sup> is selected from

H, F, Cl, Br, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>,

C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy,  
C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,  
C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,  
5 C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>11</sup>,  
C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>11</sup>,  
C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
aryl substituted with 0-5 R<sup>33</sup>,  
5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
10 selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;  
OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>,  
and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

15 R<sup>11</sup> is selected from  
H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>,  
C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy,  
C<sub>3-10</sub> cycloalkyl substituted with 0-2 R<sup>33</sup>,  
20 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
aryl substituted with 0-5 R<sup>33</sup>, and  
5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

25 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>12a</sup>,  
C<sub>2-4</sub> alkenyl substituted with 0-1 R<sup>12a</sup>,  
C<sub>2-4</sub> alkynyl substituted with 0-1 R<sup>12a</sup>,  
30 C<sub>3-6</sub> cycloalkyl substituted with 0-3 R<sup>33</sup>,  
aryl substituted with 0-5 R<sup>33</sup>;  
C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
 phenyl substituted with 0-5 R<sup>33</sup>;  
 C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
 5 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;

R<sup>13</sup>, at each occurrence, is independently selected from  
 H, C<sub>1</sub>-4 alkyl, C<sub>2</sub>-4 alkenyl, and C<sub>2</sub>-4 alkynyl;  
 10 alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally  
 substituted with -O- or -N(R<sup>14</sup>)-;

alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-  
 15 membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms  
 selected from the group consisting of N, O, and S; wherein said bicyclic  
 heterocyclic ring system is selected from indolyl, indolinyl, indazolyl,  
 benzimidazolyl, benzimidazolinyl, benztriazolyl, benzoxazolyl,  
 benzoxazolinyl, benzthiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl,  
 20 tetrahydroisoquinolinyl; wherein said bicyclic heterocyclic ring system is  
 substituted with 0-1 R<sup>16</sup>;

R<sup>14</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and  
 butyl;  
 25 R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and  
 butyl;

R<sup>16</sup>, at each occurrence, is independently selected from  
 30 H, OH, F, Cl, CN, NO<sub>2</sub>, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and  
 trifluoromethoxy;

R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -  
 35 OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6  
 alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-,  
 , C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-,  
 C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4

5           alkyl)2NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

R<sup>33</sup>, at each occurrence, is independently selected from

10           H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1</sub>-6 alkyl, C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>3</sub>-6 cycloalkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 haloalkyl-oxy-, C<sub>1</sub>-4 alkyloxy-, C<sub>1</sub>-4 alkylthio-, C<sub>1</sub>-4 alkyl-C(=O)-, C<sub>1</sub>-4 alkyl-OC(=O)-, C<sub>1</sub>-4 alkyl-C(=O)O-, C<sub>1</sub>-4 alkyl-C(=O)NH-, C<sub>1</sub>-4 alkyl-NHC(=O)-, (C<sub>1</sub>-4 alkyl)2NC(=O)-, C<sub>3</sub>-6 cycloalkyl-oxy-, C<sub>3</sub>-6 cycloalkylmethyl-oxy-; C<sub>1</sub>-6 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-; and C<sub>2</sub>-6 alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1</sub>-4 alkyl)CO<sub>2</sub>-;

R<sup>41</sup>, at each occurrence, is independently selected from

20           H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, and C<sub>1</sub>-3 alkyl;

R<sup>42</sup>, at each occurrence, is independently selected from

25           H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, C<sub>1</sub>-3 alkoxy, C<sub>1</sub>-3 haloalkyl, C<sub>3</sub>-6 cycloalkyl, and C<sub>1</sub>-3 alkyl;

30           R<sup>43</sup> is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each substituted with 0-3 R<sup>44</sup>;

35           R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and butoxy;

35           R<sup>45</sup> is methyl, ethyl, propyl, or butyl;

R<sup>46</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

5 R<sup>47</sup>, at each occurrence, is independently selected from from H, methyl, ethyl, propyl, and butyl;

k is 1; and

10 n is 1 or 2.

9. A compound of Claim 2 wherein:

X is -O-;

15

R<sup>1</sup> is selected from H,  
C<sub>1-5</sub> alkyl substituted with 0-1 R<sup>2</sup>,  
C<sub>2-5</sub> alkenyl substituted with 0-1 R<sup>2</sup>, and  
C<sub>2-3</sub> alkynyl substituted with 0-1 R<sup>2</sup>;

20

R<sup>2</sup> is C<sub>3-6</sub> cycloalkyl;

R<sup>5</sup> is H, methyl, ethyl, or propyl;

25 R<sup>6</sup> is H;

R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from H, F, Cl, -CH<sub>3</sub>, -OCH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, and -NO<sub>2</sub>;

30 R<sup>8</sup> is selected from R<sup>11</sup>;

methyl substituted with R<sup>11</sup>;  
phenyl substituted with 0-3 R<sup>33</sup>;  
pyridyl substituted with 0-2 R<sup>33</sup>;  
OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>,  
35 and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

R<sup>11</sup> is selected from

phenyl- substituted with 0-5 fluoro;  
pyridyl substituted with 0-2 R<sup>33</sup>;  
naphthyl- substituted with 0-2 R<sup>33</sup>;  
2-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
5 2-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;  
2-(HC(=O))-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
2-(HOCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
10 2-(HOCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>COCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>COCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>CCH(OMe))-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>COC(=O))-phenyl- substituted with R<sup>33</sup>;  
15 2-(HOCH<sub>2</sub>CH=CH)-phenyl- substituted with R<sup>33</sup>;  
2-((MeOC=O)CH=CH)-phenyl- substituted with R<sup>33</sup>;  
2-(methyl)-phenyl- substituted with R<sup>33</sup>;  
2-(ethyl)-phenyl- substituted with R<sup>33</sup>;  
2-(i-propyl)-phenyl- substituted with R<sup>33</sup>;  
20 2-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
2-(NC)-phenyl- substituted with R<sup>33</sup>;  
2-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
2-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
2-(chloro)-phenyl- substituted with R<sup>33</sup>;  
25 3-(NC)-phenyl- substituted with R<sup>33</sup>;  
3-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
3-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
3-(chloro)-phenyl- substituted with R<sup>33</sup>;  
3-(H<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
30 3-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
3-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;  
4-(NC)-phenyl- substituted with R<sup>33</sup>;  
4-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
4-(chloro)-phenyl- substituted with R<sup>33</sup>;  
35 4-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;  
4-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;

- 4-(ethoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(i-propoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(i-butoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
 5      4-((H<sub>3</sub>C)<sub>2</sub>CHC(=O))-phenyl- substituted with R<sup>33</sup>;  
       4-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
       4-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;  
       4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
       10    4-((H<sub>3</sub>C)<sub>2</sub>CHCH(OH))-phenyl- substituted with R<sup>33</sup>;  
          4-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
          4-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;  
          4-(cyclopropyloxy)-phenyl- substituted with R<sup>33</sup>;  
          4-(cyclobutyloxy)-phenyl- substituted with R<sup>33</sup>; and  
          4-(cyclopentyloxy)-phenyl- substituted with R<sup>33</sup>;
- 15      R<sup>12</sup> is selected from  
           methyl substituted with R<sup>11</sup>;  
           phenyl substituted with 0-5 fluoro;  
           pyridyl substituted with 0-2 R<sup>33</sup>;  
 20      naphthyl substituted with 0-2 R<sup>33</sup>;  
          2-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
          2-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;  
          2-(HC(=O))-phenyl- substituted with R<sup>33</sup>;  
          2-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;  
 25      2-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
          2-(HOCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
          2-(HOCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
          2-(H<sub>3</sub>COCH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
          2-(H<sub>3</sub>COCH<sub>2</sub>CH<sub>2</sub>)-phenyl- substituted with R<sup>33</sup>;  
 30      2-(H<sub>3</sub>CCH(OMe))-phenyl- substituted with R<sup>33</sup>;  
          2-(H<sub>3</sub>COC(=O))-phenyl- substituted with R<sup>33</sup>;  
          2-(HOCH<sub>2</sub>CH=CH)-phenyl- substituted with R<sup>33</sup>;  
          2-((MeOC=O)CH=CH)-phenyl- substituted with R<sup>33</sup>;  
          2-(methyl)-phenyl- substituted with R<sup>33</sup>;  
 35      2-(ethyl)-phenyl- substituted with R<sup>33</sup>;  
          2-(i-propyl)-phenyl- substituted with R<sup>33</sup>;

- 2-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
 2-(NC)-phenyl- substituted with R<sup>33</sup>;  
 2-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
 2-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
 5       2-(chloro)-phenyl- substituted with R<sup>33</sup>;  
 3-(NC)-phenyl- substituted with R<sup>33</sup>;  
 3-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
 3-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
 3-(chloro)-phenyl- substituted with R<sup>33</sup>;  
 10      3-(H<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
 3-(F<sub>3</sub>C)-phenyl- substituted with R<sup>33</sup>;  
 3-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;  
 4-(fluoro)-phenyl- substituted with R<sup>33</sup>;  
 4-(chloro)-phenyl- substituted with R<sup>33</sup>;  
 15      4-(H<sub>3</sub>CS)-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CO)-phenyl- substituted with R<sup>33</sup>;  
 4-(ethoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(i-propoxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(i-butoxy)-phenyl- substituted with R<sup>33</sup>;  
 20      4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
 4-((H<sub>3</sub>C)<sub>2</sub>CHC(=O))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH<sub>2</sub>C(=O))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CC(=O))-phenyl- substituted with R<sup>33</sup>;  
 25      4-(H<sub>3</sub>CCH<sub>2</sub>CH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
 4-((H<sub>3</sub>C)<sub>2</sub>CHCH(OH))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH<sub>2</sub>CH(OH))-phenyl- substituted with R<sup>33</sup>;  
 4-(H<sub>3</sub>CCH(OH))-phenyl- substituted with R<sup>33</sup>;  
 30      4-(cyclopropyloxy)-phenyl- substituted with R<sup>33</sup>;  
 4-(cyclobutyloxy)-phenyl- substituted with R<sup>33</sup>; and  
 4-(cyclopentyloxy)-phenyl- substituted with R<sup>33</sup>;

R<sup>13</sup> is H, methyl, or ethyl;

alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring selected from  
 35           pyrrolyl, pyrrolidinyl, imidazolyl, piperidinyl, piperizinyl,  
 methylpiperizinyl, and morpholinyl;

alternatively, R<sup>12</sup> and R<sup>13</sup> when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms selected from the group consisting of N, O, and S; wherein said bicyclic heterocyclic ring system is selected from indolyl, indolinyl, indazolyl, benzimidazolyl, benzimidazolinyl, benztriazolyl, benzoxazolyl, benzoxazolinyl, benzthiazolyl quinolinyl, tetrahydroquinolinyl, isoquinolinyl, and tetrahydroisoquinolinyl; wherein said bicyclic heterocyclic ring system is substituted with 0-1 R<sup>16</sup>;

R<sup>15</sup> is H, methyl, ethyl, propyl, or butyl;

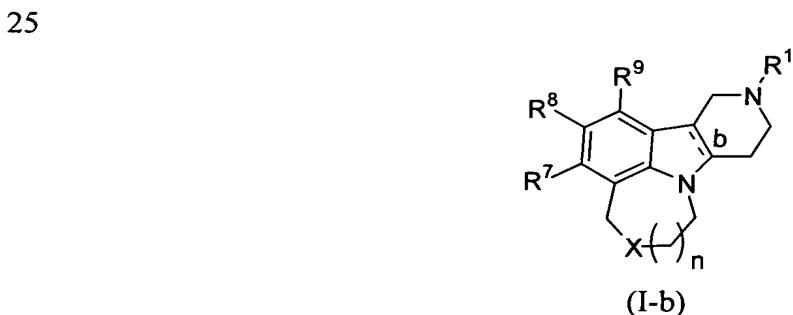
R<sup>16</sup>, at each occurrence, is independently selected from H, OH, F, Cl, CN, NO<sub>2</sub>, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and trifluoromethoxy;

R<sup>33</sup>, at each occurrence, is independently selected from H, F, Cl, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, -SCH<sub>3</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, and -NO<sub>2</sub>;

k is 1; and

n is 1 or 2.

#### 10. A compound of Claim 2 of Formula (I-b)



wherein:

b is a single bond or a double bond;

X is -S- or -O-;

R<sup>1</sup> is selected from

- hydrogen, methyl, ethyl, n-propyl, n-butyl, s-butyl,  
t-butyl, n-pentyl, n-hexyl, 2-propyl, 2-butyl, 2-pentyl, 2-hexyl, 2-methylpropyl, 2-  
5      methylbutyl, 2-methylpentyl, 2-ethylbutyl, 3-methylpentyl, 3-methylbutyl,  
4-methylpentyl, 2-fluoroethyl, 2,2-difluoroethyl,  
2,2,2-trifluoroethyl,
- 2-propenyl, 2-methyl-2-propenyl, trans-2-butenyl,  
10     3-methyl-2-butenyl, 3-butenyl, trans-2-pentenyl,  
      cis-2-pentenyl, 4-pentenyl, 4-methyl-3-pentenyl,  
      3,3-dichloro-2-propenyl, trans-3-phenyl-2-propenyl,
- cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclopropylmethyl,  
15     cyclobutylmethyl, cyclopentylmethyl, cyclohexylmethyl,
- benzyl, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2,5-dimethylbenzyl,  
2,4-dimethylbenzyl,  
3,5-dimethylbenzyl, 2,4,6-trimethylbenzyl,  
20     3-methoxy-benzyl, 3,5-dimethoxy-benzyl, pentafluorobenzyl, 2-phenylethyl, 1-  
      phenyl-2-propyl,  
      4-phenylbutyl, 4-phenylbenzyl, 2-phenylbenzyl,
- 2,6-dimethoxy-benzyl, 2,4-dimethoxy-benzyl,  
25     2,4,6-trimethoxy-benzyl, 2,3-dimethoxy-benzyl,  
      2,4,5-trimethoxy-benzyl, 2,3,4-trimethoxy-benzyl,  
      3,4-dimethoxy-benzyl, 3,4,5-trimethoxy-benzyl,  
      (4-fluoro-phenyl)ethyl,
- 30     -CH=CH<sub>2</sub>, -CH<sub>2</sub>-CH=CH<sub>2</sub>, -CH=CH-CH<sub>3</sub>, -C≡CH, -C≡C-CH<sub>3</sub>, and  
      -CH<sub>2</sub>-C≡CH;

R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, at each occurrence, are independently selected from

- hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-  
35     butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy,  
      phenyl;

- 2-Cl-phenyl; 2-F-phenyl; 2-Br-phenyl; 2-CN-phenyl;  
2-Me-phenyl; 2-CF<sub>3</sub>-phenyl; 2-MeO-phenyl; 2-CF<sub>3</sub>O-phenyl; 2-NO<sub>2</sub>-phenyl; 2-MeS-phenyl; 2-CHO-phenyl; 2-HOCH<sub>2</sub>-phenyl;
- 5      3-Cl-phenyl; 3-F-phenyl; 3-Br-phenyl; 3-CN-phenyl;  
3-Me-phenyl; 3-Et-phenyl; 3-n-Pr-phenyl; 3-isoPr-phenyl;  
3-n-Bu-phenyl; 3-CF<sub>3</sub>-phenyl; 3-MeO-phenyl; 3-MeS-phenyl;  
3-isopropoxyphenyl; 3-CF<sub>3</sub>O-phenyl; 3-NO<sub>2</sub>-phenyl;  
3-CHO-phenyl; 3-HOCH<sub>2</sub>-phenyl; 3-MeOCH<sub>2</sub>-phenyl;  
10     3-Me<sub>2</sub>NCH<sub>2</sub>-phenyl;
- 4-Cl-phenyl; 4-F-phenyl; 4-Br-phenyl; 4-CN-phenyl;  
4-Me-phenyl; 4-Et-phenyl; 4-n-Pr-phenyl;  
4-iso-Pr-phenyl; 4-n-Bu-phenyl; 4-CF<sub>3</sub>-phenyl;  
15     4-MeO-phenyl; 4-isopropoxyphenyl; 4-CF<sub>3</sub>O-phenyl;  
4-MeS-phenyl;
- 4-acetylphenyl; 3-acetamidophenyl; 4-pyridyl;  
2-furanyl; 2-thiophenyl; 2-naphthyl; 1-pyrrolidinyl,  
20     2,3-diCl-phenyl; 2,3-diF-phenyl; 2,3-diMe-phenyl;  
2,3-diCF<sub>3</sub>-phenyl; 2,3-diMeO-phenyl; 2,3-diCF<sub>3</sub>O-phenyl;
- 2,4-diCl-phenyl; 2,4-diF-phenyl; 2,4-diMe-phenyl;  
25     2,4-diCF<sub>3</sub>-phenyl; 2,4-diMeO-phenyl; 2,4-diCF<sub>3</sub>O-phenyl;
- 2,5-diCl-phenyl; 2,5-diF-phenyl; 2,5-diMe-phenyl;  
2,5-diCF<sub>3</sub>-phenyl; 2,5-diMeO-phenyl; 2,5-diCF<sub>3</sub>O-phenyl;
- 2,6-diCl-phenyl; 2,6-diF-phenyl; 2,6-diMe-phenyl;  
2,6-diCF<sub>3</sub>-phenyl; 2,6-diMeO-phenyl; 2,6-diCF<sub>3</sub>O-phenyl;  
30     3,4-diCl-phenyl; 3,4-diF-phenyl; 3,4-diMe-phenyl;  
3,4-diCF<sub>3</sub>-phenyl; 3,4-diMeO-phenyl; 3,4-diCF<sub>3</sub>O-phenyl;
- 35     2,4,6-triCl-phenyl; 2,4,6-triF-phenyl;  
2,4,6-triMe-phenyl; 2,4,6-triCF<sub>3</sub>-phenyl;

2,4,6-triMeO-phenyl; 2,4,6-triCF<sub>3</sub>O-phenyl;  
 2,4,5-triMe-phenyl; 2,3,4-triF-phenyl;  
 2-Me-4-MeO-5-F-phenyl; 2,6-diCl-4-MeO-phenyl;  
 2,4-diMeO-6-F-phenyl; 2,6-diF-4-Cl-phenyl;  
 5 2,3,4,6-tetraF-phenyl; 2,3,4,5,6-pentaF-phenyl;  
  
 2-Cl-4-F-phenyl; 2-Cl-6-F-phenyl; 2-Cl-3-Me-phenyl;  
 2-Cl-4-MeO-phenyl; 2-Cl-4-EtO-phenyl;  
 2-Cl-4-iPrO-phenyl; 2-Cl-4-CF<sub>3</sub>-phenyl;  
 10 2-Cl-4-CF<sub>3</sub>O-phenyl; 2-Cl-4-(CHF<sub>2</sub>)O-phenyl;  
 2-F-3-Cl-phenyl; 2-F-4-MeO-phenyl; 2-F-5-Me-phenyl;  
  
 2-Me-3-Cl-phenyl; 2-Me-3-CN-phenyl; 2-Me-4-Cl-phenyl;  
 2-Me-4-F-phenyl; 2-Me-4-CN-phenyl; 2-Me-4-MeO-phenyl;  
 15 2-Me-4-EtO-phenyl; 2-Me-4-MeS-phenyl;  
 2-Me-4-H<sub>2</sub>NCO-phenyl; 2-Me-4-MeOC(=O)-phenyl;  
 2-Me-4-CH<sub>3</sub>C(=O)-phenyl; 2-Me-5-F-phenyl;  
 2-Et-4-MeO-phenyl; 2-MeO-5-F-phenyl;  
 2-MeO-4-isopropyl-phenyl; 2-CF<sub>3</sub>-4-Cl-phenyl;  
 20 2-CF<sub>3</sub>-4-F-phenyl; 2-CF<sub>3</sub>-4-MeO-phenyl;  
 2-CF<sub>3</sub>-4-EtO-phenyl; 2-CF<sub>3</sub>-4-iPrO-phenyl;  
 2-CF<sub>3</sub>-4-CN-phenyl; 2-CF<sub>3</sub>-6-F-phenyl;  
 2-CHO-4-MeO-phenyl; 2-MeOC(=O)-3-MeO-phenyl;  
 2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl; 2-CH<sub>3</sub>CH(OH)-4-F-phenyl;  
 25 2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl; 2-CH<sub>3</sub>CH(OH)-4-Me-phenyl;  
 2-CH<sub>3</sub>CH(OMe)-4-MeO-phenyl; 2-CH<sub>3</sub>C(=O)-4-MeO-phenyl;  
 2-CH<sub>3</sub>C(=O)-4-F-phenyl; 2-CH<sub>3</sub>C(=O)-4-Cl-phenyl;  
 2-CH<sub>3</sub>C(=O)-4-Me-phenyl; 2-H<sub>2</sub>C(OH)-4-MeO-phenyl;  
 2-H<sub>2</sub>C(OMe)-4-MeO-phenyl; 2-H<sub>3</sub>CCH<sub>2</sub>CH(OH)-4-MeO-phenyl;  
 30 2-H<sub>3</sub>CCH<sub>2</sub>C(=O)-4-MeO-phenyl; 2-CH<sub>3</sub>CO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-4-MeO-phenyl;  
 (Z)-2-HOCH<sub>2</sub>CH=CH-4-MeO-phenyl;  
 (E)-2-HOCH<sub>2</sub>CH=CH-4-MeO-phenyl;  
 (Z)-2-CH<sub>3</sub>CO<sub>2</sub>CH=CH-4-MeO-phenyl;  
 (E)-2-CH<sub>3</sub>CO<sub>2</sub>CH=CH-4-MeO-phenyl;  
 35 2-CH<sub>3</sub>OCH<sub>2</sub>CH<sub>2</sub>-4-MeO-phenyl;  
  
 3-CN-4-F-phenyl; 3-H<sub>2</sub>NCO-4-F-phenyl;

(2-Cl-phenyl)-CH=CH-; (3-Cl-phenyl)-CH=CH-;  
(2,6-diF-phenyl)-CH=CH-; phenyl-CH=CH-;  
(2-Me-4-MeO-phenyl)-CH=CH-;

5        cyclohexyl; cyclopentyl; cyclohexylmethyl; benzyl;  
          2-F-benzyl; 3-F-benzyl; 4-F-benzyl; 3-MeO-benzyl;  
          3-OH-benzyl; 2-MeO-benzyl; 2-OH-benzyl;  
          tetrahydroquinolin-1-yl;  
          tetrahydroindolin-1-yl;  
10      tetrahydroisoindolin-1-yl;

phenyl-S-; phenyl-NH-; pyrid-3-yl-NH-;  
(4-Me-pyrid-3-yl)-NH-; (1-naphthyl)-NH-;  
(2-naphthyl)-NH-; (2-Me-naphth-1-yl)-NH-;  
15      (3-quinolinyl)-NH-;

(2-[1,1'-biphenyl])-NH-; (3-[1,1'-biphenyl])-NH-;  
(4-[1,1'-biphenyl])-NH-; (2-F-phenyl)-NH-;  
(2-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-phenyl)-NH-;

20      (2-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-phenyl)-NH-;  
          (2-CN-phenyl)-NH-; (2-OCF<sub>3</sub>-phenyl)-NH-;  
          (2-SMe-phenyl)-NH-; (3-F-phenyl)-NH-;  
          (3-Cl-phenyl)-NH-; (3-CF<sub>3</sub>-phenyl)-NH-;  
          (3-CH<sub>3</sub>-phenyl)-NH-; (3-OMe-phenyl)-NH-;

25      (3-CN-phenyl)-NH-; (3-OCF<sub>3</sub>-phenyl)-NH-;  
          (3-SMe-phenyl)-NH-; (4-F-phenyl)-NH-;  
          (4-Cl-phenyl)-NH-; (4-CF<sub>3</sub>-phenyl)-NH-;  
          (4-CH<sub>3</sub>-phenyl)-NH-; (4-OMe-phenyl)-NH-;  
          (4-CN-phenyl)-NH-; (4-OCF<sub>3</sub>-phenyl)-NH-;

30      (4-SMe-phenyl)-NH-; (2,3-diCl-phenyl)-NH-;  
          (2,4-diCl-phenyl)-NH-; (2,5-diCl-phenyl)-NH-;  
          (2,6-diCl-phenyl)-NH-; (3,4-diCl-phenyl)-NH-;  
          (3,5-diCl-phenyl)-NH-; (2,3-diF-phenyl)-NH-;  
          (2,4-diF-phenyl)-NH-; (2,5-diF-phenyl)-NH-;

35      (2,6-diF-phenyl)-NH-; (3,4-diF-phenyl)-NH-;  
          (3,5-diF-phenyl)-NH-; (2,3-diCH<sub>3</sub>-phenyl)-NH-;  
          (2,4-diCH<sub>3</sub>-phenyl)-NH-; (2,5-diCH<sub>3</sub>-phenyl)-NH-;

(2,6-diCH<sub>3</sub>-phenyl)-NH-; (3,4-diCH<sub>3</sub>-phenyl)-NH-;  
(3,5-diCH<sub>3</sub>-phenyl)-NH-; (2,3-diCF<sub>3</sub>-phenyl)-NH-;  
(2,4-diCF<sub>3</sub>-phenyl)-NH-; (2,5-diCF<sub>3</sub>-phenyl)-NH-;  
(2,6-diCF<sub>3</sub>-phenyl)-NH-; (3,4-diCF<sub>3</sub>-phenyl)-NH-;  
5 (3,5-diCF<sub>3</sub>-phenyl)-NH-; (2,3-diOMe-phenyl)-NH-;  
(2,4-diOMe-phenyl)-NH-; (2,5-diOMe-phenyl)-NH-;  
(2,6-diOMe-phenyl)-NH-; (3,4-diOMe-phenyl)-NH-;  
(3,5-diOMe-phenyl)-NH-; (2-F-3-Cl-phenyl)-NH-;  
10 (2-F-4-Cl-phenyl)-NH-; (2-F-5-Cl-phenyl)-NH-;  
(2-F-6-Cl-phenyl)-NH-; (2-F-3-CH<sub>3</sub>-phenyl)-NH-;  
(2-F-4-CH<sub>3</sub>-phenyl)-NH-; (2-F-5-CH<sub>3</sub>-phenyl)-NH-;  
(2-F-6-CH<sub>3</sub>-phenyl)-NH-; (2-F-3-CF<sub>3</sub>-phenyl)-NH-;  
15 (2-F-4-CF<sub>3</sub>-phenyl)-NH-; (2-F-5-CF<sub>3</sub>-phenyl)-NH-;  
(2-F-6-CF<sub>3</sub>-phenyl)-NH-; (2-F-3-OMe-phenyl)-NH-;  
(2-F-4-OMe-phenyl)-NH-; (2-F-5-OMe-phenyl)-NH-;  
20 (2-F-6-OMe-phenyl)-NH-; (2-Cl-3-F-phenyl)-NH-;  
(2-Cl-4-F-phenyl)-NH-; (2-Cl-5-F-phenyl)-NH-;  
(2-Cl-6-F-phenyl)-NH-; (2-Cl-3-CH<sub>3</sub>-phenyl)-NH-;  
(2-Cl-4-CH<sub>3</sub>-phenyl)-NH-; (2-Cl-5-CH<sub>3</sub>-phenyl)-NH-;  
25 (2-Cl-6-CH<sub>3</sub>-phenyl)-NH-; (2-Cl-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-Cl-4-CF<sub>3</sub>-phenyl)-NH-; (2-Cl-5-CF<sub>3</sub>-phenyl)-NH-;  
(2-Cl-6-CF<sub>3</sub>-phenyl)-NH-; (2-Cl-3-OMe-phenyl)-NH-;  
(2-Cl-4-OMe-phenyl)-NH-; (2-Cl-5-OMe-phenyl)-NH-;  
30 (2-Cl-6-OMe-phenyl)-NH-; (2-CH<sub>3</sub>-3-F-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-F-phenyl)-NH-; (2-CH<sub>3</sub>-5-F-phenyl)-NH-;  
(2-CH<sub>3</sub>-6-F-phenyl)-NH-; (2-CH<sub>3</sub>-3-Cl-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-Cl-phenyl)-NH-; (2-CH<sub>3</sub>-5-Cl-phenyl)-NH-;  
35 (2-CH<sub>3</sub>-6-Cl-phenyl)-NH-; (2-CH<sub>3</sub>-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-CF<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)-NH-;  
(2-CH<sub>3</sub>-6-CF<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-3-OMe-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-OMe-phenyl)-NH-; (2-CH<sub>3</sub>-5-OMe-phenyl)-NH-;  
(2-CH<sub>3</sub>-6-OMe-phenyl)-NH-; (2-CF<sub>3</sub>-3-F-phenyl)-NH-;  
40 (2-CF<sub>3</sub>-4-F-phenyl)-NH-; (2-CF<sub>3</sub>-5-F-phenyl)-NH-;  
(2-CF<sub>3</sub>-6-F-phenyl)-NH-; (2-CF<sub>3</sub>-3-Cl-phenyl)-NH-;  
(2-CF<sub>3</sub>-4-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-5-Cl-phenyl)-NH-;  
45 (2-CF<sub>3</sub>-6-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-3-CH<sub>3</sub>-phenyl)-NH-;  
(2-CF<sub>3</sub>-4-CH<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)-NH-;

- (2-CF<sub>3</sub>-6-CH<sub>3</sub>-phenyl)-NH-; (2-CF<sub>3</sub>-3-OMe-phenyl)-NH-;  
 (2-CF<sub>3</sub>-4-OMe-phenyl)-NH-; (2-CF<sub>3</sub>-5-OMe-phenyl)-NH-;  
 (2-CF<sub>3</sub>-6-OMe-phenyl)-NH-; (2-OMe-3-F-phenyl)-NH-;  
 (2-OMe-4-F-phenyl)-NH-; (2-OMe-5-F-phenyl)-NH-;  
 5 (2-OMe-6-F-phenyl)-NH-; (2-OMe-3-Cl-phenyl)-NH-;  
 (2-OMe-4-Cl-phenyl)-NH-; (2-OMe-5-Cl-phenyl)-NH-;  
 (2-OMe-6-Cl-phenyl)-NH-; (2-OMe-4-CN-phenyl)-NH-;  
 (2-OMe-4-CHO-phenyl)-NH-; (2-OMe-3-CH<sub>3</sub>-phenyl)-NH-;  
 10 (2-OMe-4-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-5-CH<sub>3</sub>-phenyl)-NH-;  
 (2-OMe-6-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-3-CF<sub>3</sub>-phenyl)-NH-;  
 (2-OMe-4-CF<sub>3</sub>-phenyl)-NH-; (2-OMe-5-CF<sub>3</sub>-phenyl)-NH-;  
 (2-OMe-6-CF<sub>3</sub>-phenyl)-NH-; (2-acetyl-4-Cl-phenyl)-NH-;  
 (2-acetyl-4-Me-phenyl)-NH-; (2-acetyl-4-MeO-phenyl)-NH-;  
 (2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl)-NH-;  
 15 (2-CH<sub>3</sub>CH(OH)-4-Me-phenyl)-NH-;  
 (2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl)-NH-;  
  
 (3-CF<sub>3</sub>-4-Cl-phenyl)-NH-; (3-F-4-CHO-phenyl)-NH-;  
 (3-CH<sub>3</sub>-4-CN-phenyl)-NH-; (3-CH<sub>3</sub>-4-MeO-phenyl)-NH-;  
 20 (3-CH<sub>3</sub>-4-Cl-phenyl)-NH-; (3-CH<sub>3</sub>-4-F-phenyl)-NH-;  
  
 (3-CH<sub>3</sub>-4-CO<sub>2</sub>Me-phenyl)NH-; (3-CF<sub>3</sub>-4-C(O)CH<sub>3</sub>-phenyl)NH-; (3-CHO-4-  
 OMe-phenyl)-NH-; (4-F-3-CF<sub>3</sub>-phenyl)-NH-;  
  
 25 (2,3,5-triCl-phenyl)-NH-; (2,4,5-triF-phenyl)-NH-;  
 (2,6-diCl-3-Me-phenyl)-NH-; (3,5-diMe-4-MeO-phenyl)-NH-;  
 (2-F-3-Cl-6-CF<sub>3</sub>-phenyl)-NH-;  
  
 benzyl-NH-; (3-quinolinyl)CH<sub>2</sub>NH-; (2-F-phenyl)CH<sub>2</sub>NH-;  
 30 (2-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-phenyl)CH<sub>2</sub>NH-;  
 (2-CN-phenyl)CH<sub>2</sub>NH-; (2-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2-SMe-phenyl)CH<sub>2</sub>NH-; (3-F-phenyl)CH<sub>2</sub>NH-;  
 (3-Cl-phenyl)CH<sub>2</sub>NH-; (3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 35 (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3-OMe-phenyl)CH<sub>2</sub>NH-;  
 (3-CN-phenyl)CH<sub>2</sub>NH-; (3-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (3-SMe-phenyl)CH<sub>2</sub>NH-; (4-F-phenyl)CH<sub>2</sub>NH-;

(4-Cl-phenyl)CH<sub>2</sub>NH-; (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (4-OMe-phenyl)CH<sub>2</sub>NH-;  
(4-CN-phenyl)CH<sub>2</sub>NH-; (4-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(4-SMe-phenyl)CH<sub>2</sub>NH-; (2,3-diCl-phenyl)CH<sub>2</sub>NH-;  
5 (2,4-diCl-phenyl)CH<sub>2</sub>NH-; (2,5-diCl-phenyl)CH<sub>2</sub>NH-;  
(2,6-diCl-phenyl)CH<sub>2</sub>NH-; (3,4-diCl-phenyl)CH<sub>2</sub>NH-;  
(3,5-diCl-phenyl)CH<sub>2</sub>NH-; (2,3-diF-phenyl)CH<sub>2</sub>NH-;  
(2,4-diF-phenyl)CH<sub>2</sub>NH-; (2,5-diF-phenyl)CH<sub>2</sub>NH-;  
(2,6-diF-phenyl)CH<sub>2</sub>NH-; (3,4-diF-phenyl)CH<sub>2</sub>NH-;  
10 (3,5-diF-phenyl)CH<sub>2</sub>NH-; (2,3-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2,4-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,5-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2,6-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3,4-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(3,5-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,3-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
15 (2,4-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,5-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2,6-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3,4-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(3,5-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,3-diOMe-phenyl)CH<sub>2</sub>NH-;  
20 (2,4-diOMe-phenyl)CH<sub>2</sub>NH-; (2,5-diOMe-phenyl)CH<sub>2</sub>NH-;  
(2,6-diOMe-phenyl)CH<sub>2</sub>NH-; (3,4-diOMe-phenyl)CH<sub>2</sub>NH-;  
(3,5-diOMe-phenyl)CH<sub>2</sub>NH-; (2-F-3-Cl-phenyl)CH<sub>2</sub>NH-;  
25 (2-F-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-F-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-F-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-F-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-F-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-F-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
30 (2-F-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-F-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-F-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-F-5-OMe-phenyl)CH<sub>2</sub>NH-;  
35 (2-F-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-F-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-4-F-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-F-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-F-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-F-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-Cl-phenyl)CH<sub>2</sub>NH-;

(2-CH<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-OMe-phenyl)CH<sub>2</sub>NH-;  
5 (2-CH<sub>3</sub>-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-F-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-F-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-Cl-phenyl)CH<sub>2</sub>NH-;  
10 (2-CF<sub>3</sub>-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-F-phenyl)CH<sub>2</sub>NH-;  
15 (2-OMe-4-F-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-F-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-OMe-4-CN-phenyl)CH<sub>2</sub>NH-;  
20 (2-OMe-4-CHO-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
25 (2-OMe-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-acetyl-4-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-acetyl-4-Me-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>CH(OH)-4-Me-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl)CH<sub>2</sub>NH-;  
30 (3-CF<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (3-F-4-CHO-phenyl)CH<sub>2</sub>NH-;  
(3-CH<sub>3</sub>-4-CN-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-MeO-phenyl)CH<sub>2</sub>NH-;  
(3-CH<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-;  
(4-F-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-CO<sub>2</sub>Me-phenyl)CH<sub>2</sub>NH-;  
35 (3-CF<sub>3</sub>-4-C(O)CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(3-CHO-4-OMe-phenyl)CH<sub>2</sub>NH-;  
  
(2,3,5-triCl-phenyl)CH<sub>2</sub>NH-;

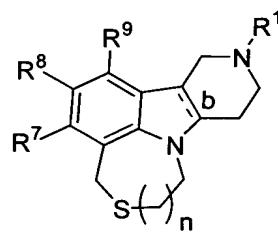
(2,4,5-triF-phenyl)CH<sub>2</sub>NH-;  
 (2,6-diCl-3-Me-phenyl)CH<sub>2</sub>NH-;  
 (3,5-diMe-4-MeO-phenyl)CH<sub>2</sub>NH-; and  
 (2-F-3-Cl-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

5

provided that two of R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, are independently selected from hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, and trifluoromethoxy; and

10 n is 1 or 2.

**11. A compound of Claim 10 of Formula (II)**



15

(II)

wherein:

b is a single bond, wherein the bridge hydrogens are in a cis position;

20

R<sup>1</sup> is selected from

hydrogen, methyl, ethyl, n-propyl, n-butyl, s-butyl,  
 t-butyl, n-pentyl, n-hexyl, 2-propyl, 2-butyl, 2-pentyl, 2-hexyl, 2-methylpropyl, 2-methylbutyl, 2-methylpentyl, 2-ethylbutyl, 3-methylpentyl, 3-methylbutyl,

25

4-methylpentyl, 2-fluoroethyl, 2,2-difluoroethyl,

2,2,2-trifluoroethyl, 2-propenyl, 2-methyl-2-propenyl, trans-2-but enyl, 3-methyl-2-but enyl, 3-but enyl,

trans-2-pentenyl, cis-2-pentenyl, 4-pentenyl,

4-methyl-3-pentenyl, 3,3-dichloro-2-propenyl,

30

trans-3-phenyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclopropylmethyl, cyclobutylmethyl, cyclopentylmethyl, cyclohexylmethyl, -CH=CH<sub>2</sub>, -CH<sub>2</sub>-CH=CH<sub>2</sub>, -CH=CH-CH<sub>3</sub>, -C≡CH, -C≡C-CH<sub>3</sub>,

and -CH<sub>2</sub>-C≡CH;

R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from hydrogen, fluoro, methyl, trifluoromethyl, and methoxy;

5 R<sup>8</sup> is selected from

hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy, phenyl;

10 2-Cl-phenyl; 2-F-phenyl; 2-Br-phenyl; 2-CN-phenyl;  
2-Me-phenyl; 2-CF<sub>3</sub>-phenyl; 2-MeO-phenyl; 2-CF<sub>3</sub>O-phenyl; 2-NO<sub>2</sub>-phenyl; 2-MeS-phenyl; 2-CHO-phenyl; 2-HOCH<sub>2</sub>-phenyl;

15 3-Cl-phenyl; 3-F-phenyl; 3-Br-phenyl; 3-CN-phenyl;  
3-Me-phenyl; 3-Et-phenyl; 3-n-Pr-phenyl; 3-isoPr-phenyl;  
3-n-Bu-phenyl; 3-CF<sub>3</sub>-phenyl; 3-MeO-phenyl; 3-MeS-phenyl;  
3-isopropoxyphenyl; 3-CF<sub>3</sub>O-phenyl; 3-NO<sub>2</sub>-phenyl;  
3-CHO-phenyl; 3-HOCH<sub>2</sub>-phenyl; 3-MeOCH<sub>2</sub>-phenyl;  
3-Me<sub>2</sub>NCH<sub>2</sub>-phenyl;

20 4-Cl-phenyl; 4-F-phenyl; 4-Br-phenyl; 4-CN-phenyl;  
4-Me-phenyl; 4-Et-phenyl; 4-n-Pr-phenyl; 4-iso-Pr-phenyl;  
4-n-Bu-phenyl; 4-CF<sub>3</sub>-phenyl; 4-MeO-phenyl;  
4-isopropoxyphenyl; 4-CF<sub>3</sub>O-phenyl; 4-MeS-phenyl;

25 4-acetylphenyl; 3-acetamidophenyl; 4-pyridyl;  
2-furanyl; 2-thiophenyl; 2-naphthyl; 1-pyrrolidinyl,

30 2,3-diCl-phenyl; 2,3-diF-phenyl; 2,3-diMe-phenyl;  
2,3-diCF<sub>3</sub>-phenyl; 2,3-diMeO-phenyl; 2,3-diCF<sub>3</sub>O-phenyl;

2,4-diCl-phenyl; 2,4-diF-phenyl; 2,4-diMe-phenyl;  
2,4-diCF<sub>3</sub>-phenyl; 2,4-diMeO-phenyl; 2,4-diCF<sub>3</sub>O-phenyl;

35 2,5-diCl-phenyl; 2,5-diF-phenyl; 2,5-diMe-phenyl;  
2,5-diCF<sub>3</sub>-phenyl; 2,5-diMeO-phenyl; 2,5-diCF<sub>3</sub>O-phenyl;

- 2,6-diCl-phenyl; 2,6-diF-phenyl; 2,6-diMe-phenyl;  
 2,6-diCF<sub>3</sub>-phenyl; 2,6-diMeO-phenyl; 2,6-diCF<sub>3</sub>O-phenyl;
- 5      3,4-diCl-phenyl; 3,4-diF-phenyl; 3,4-diMe-phenyl;  
       3,4-diCF<sub>3</sub>-phenyl; 3,4-diMeO-phenyl; 3,4-diCF<sub>3</sub>O-phenyl;
- 10     2,4,6-triCl-phenyl; 2,4,6-triF-phenyl;  
       2,4,6-triMe-phenyl; 2,4,6-triCF<sub>3</sub>-phenyl;  
       2,4,6-triMeO-phenyl; 2,4,6-triCF<sub>3</sub>O-phenyl;  
       2,4,5-triMe-phenyl; 2,3,4-triF-phenyl;  
       2-Me-4-MeO-5-F-phenyl; 2,6-diCl-4-MeO-phenyl;  
       2,4-diMeO-6-F-phenyl; 2,6-diF-4-Cl-phenyl;  
       2,3,4,6-tetraF-phenyl; 2,3,4,5,6-pentaF-phenyl;
- 15     2-Cl-4-F-phenyl; 2-Cl-6-F-phenyl; 2-Cl-3-Me-phenyl;  
       2-Cl-4-MeO-phenyl; 2-Cl-4-EtO-phenyl;  
       2-Cl-4-iPrO-phenyl; 2-Cl-4-CF<sub>3</sub>-phenyl;  
       2-Cl-4-CF<sub>3</sub>O-phenyl; 2-Cl-4-(CHF<sub>2</sub>)O-phenyl;  
       2-F-3-Cl-phenyl; 2-F-4-MeO-phenyl; 2-F-5-Me-phenyl;
- 20     2-Me-3-Cl-phenyl; 2-Me-3-CN-phenyl; 2-Me-4-Cl-phenyl;  
       2-Me-4-F-phenyl; 2-Me-4-CN-phenyl; 2-Me-4-MeO-phenyl;  
       2-Me-4-EtO-phenyl; 2-Me-4-MeS-phenyl;  
       2-Me-4-H<sub>2</sub>NCO-phenyl; 2-Me-4-MeOC(=O)-phenyl;
- 25     2-Me-4-CH<sub>3</sub>C(=O)-phenyl; 2-Me-5-F-phenyl;  
       2-Et-4-MeO-phenyl; 2-MeO-5-F-phenyl;  
       2-MeO-4-isopropyl-phenyl; 2-CF<sub>3</sub>-4-Cl-phenyl;  
       2-CF<sub>3</sub>-4-F-phenyl; 2-CF<sub>3</sub>-4-MeO-phenyl;  
       2-CF<sub>3</sub>-4-EtO-phenyl; 2-CF<sub>3</sub>-4-iPrO-phenyl;
- 30     2-CF<sub>3</sub>-4-CN-phenyl; 2-CF<sub>3</sub>-6-F-phenyl;  
       2-CHO-4-MeO-phenyl; 2-MeOC(=O)-3-MeO-phenyl;  
       2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl; 2-CH<sub>3</sub>CH(OH)-4-F-phenyl;  
       2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl; 2-CH<sub>3</sub>CH(OH)-4-Me-phenyl;  
       2-CH<sub>3</sub>CH(OMe)-4-MeO-phenyl; 2-CH<sub>3</sub>C(=O)-4-MeO-phenyl;
- 35     2-CH<sub>3</sub>C(=O)-4-F-phenyl; 2-CH<sub>3</sub>C(=O)-4-Cl-phenyl;  
       2-CH<sub>3</sub>C(=O)-4-Me-phenyl; 2-H<sub>2</sub>C(OH)-4-MeO-phenyl;  
       2-H<sub>2</sub>C(OMe)-4-MeO-phenyl; 2-H<sub>3</sub>CCH<sub>2</sub>CH(OH)-4-MeO-phenyl;

2-H<sub>3</sub>CCH<sub>2</sub>C(=O)-4-MeO-phenyl; 2-CH<sub>3</sub>CO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-4-MeO-phenyl;  
(Z)-2-HOCH<sub>2</sub>CH=CH-4-MeO-phenyl;  
(E)-2-HOCH<sub>2</sub>CH=CH-4-MeO-phenyl;  
(Z)-2-CH<sub>3</sub>CO<sub>2</sub>CH=CH-4-MeO-phenyl;  
5 (E)-2-CH<sub>3</sub>CO<sub>2</sub>CH=CH-4-MeO-phenyl;  
2-CH<sub>3</sub>OCH<sub>2</sub>CH<sub>2</sub>-4-MeO-phenyl;

3-CN-4-F-phenyl; 3-H<sub>2</sub>NCO-4-F-phenyl;  
(2-Cl-phenyl)-CH=CH-; (3-Cl-phenyl)-CH=CH-;  
10 (2,6-diF-phenyl)-CH=CH-; phenyl-CH=CH-;  
(2-Me-4-MeO-phenyl)-CH=CH-;

cyclohexyl; cyclopentyl; cyclohexylmethyl; benzyl;  
2-F-benzyl; 3-F-benzyl; 4-F-benzyl; 3-MeO-benzyl;  
15 3-OH-benzyl; 2-MeO-benzyl; 2-OH-benzyl;  
tetrahydroquinolin-1-yl;  
tetrahydroindolin-1-yl;  
tetrahydroisoindolin-1-yl;

20 phenyl-S-; phenyl-NH-; pyrid-3-yl-NH-;  
(4-Me-pyrid-3-yl)-NH-; (1-naphthyl)-NH-;  
(2-naphthyl)-NH-; (2-Me-naphth-1-yl)-NH-;  
(3-quinolinyl)-NH-;

25 (2-[1,1'-biphenyl])-NH-; (3-[1,1'-biphenyl])-NH-;  
(4-[1,1'-biphenyl])-NH-; (2-F-phenyl)-NH-;  
(2-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-phenyl)-NH-;  
(2-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-phenyl)-NH-;  
(2-CN-phenyl)-NH-; (2-OCF<sub>3</sub>-phenyl)-NH-;

30 (2-SMe-phenyl)-NH-; (3-F-phenyl)-NH-;  
(3-Cl-phenyl)-NH-; (3-CF<sub>3</sub>-phenyl)-NH-;  
(3-CH<sub>3</sub>-phenyl)-NH-; (3-OMe-phenyl)-NH-;  
(3-CN-phenyl)-NH-; (3-OCF<sub>3</sub>-phenyl)-NH-;  
(3-SMe-phenyl)-NH-; (4-F-phenyl)-NH-;

35 (4-Cl-phenyl)-NH-; (4-CF<sub>3</sub>-phenyl)-NH-;  
(4-CH<sub>3</sub>-phenyl)-NH-; (4-OMe-phenyl)-NH-;  
(4-CN-phenyl)-NH-; (4-OCF<sub>3</sub>-phenyl)-NH-;

(4-SMe-phenyl)-NH-; (2,3-diCl-phenyl)-NH-;  
(2,4-diCl-phenyl)-NH-; (2,5-diCl-phenyl)-NH-;  
(2,6-diCl-phenyl)-NH-; (3,4-diCl-phenyl)-NH-;  
(3,5-diCl-phenyl)-NH-; (2,3-diF-phenyl)-NH-;  
5 (2,4-diF-phenyl)-NH-; (2,5-diF-phenyl)-NH-;  
(2,6-diF-phenyl)-NH-; (3,4-diF-phenyl)-NH-;  
(3,5-diF-phenyl)-NH-; (2,3-diCH<sub>3</sub>-phenyl)-NH-;  
(2,4-diCH<sub>3</sub>-phenyl)-NH-; (2,5-diCH<sub>3</sub>-phenyl)-NH-;  
(2,6-diCH<sub>3</sub>-phenyl)-NH-; (3,4-diCH<sub>3</sub>-phenyl)-NH-;  
10 (3,5-diCH<sub>3</sub>-phenyl)-NH-; (2,3-diCF<sub>3</sub>-phenyl)-NH-;  
(2,4-diCF<sub>3</sub>-phenyl)-NH-; (2,5-diCF<sub>3</sub>-phenyl)-NH-;  
(2,6-diCF<sub>3</sub>-phenyl)-NH-; (3,4-diCF<sub>3</sub>-phenyl)-NH-;  
(3,5-diCF<sub>3</sub>-phenyl)-NH-; (2,3-diOMe-phenyl)-NH-;  
15 (2,4-diOMe-phenyl)-NH-; (2,5-diOMe-phenyl)-NH-;  
(2,6-diOMe-phenyl)-NH-; (3,4-diOMe-phenyl)-NH-;  
(3,5-diOMe-phenyl)-NH-; (2-F-3-Cl-phenyl)-NH-;  
(2-F-4-Cl-phenyl)-NH-; (2-F-5-Cl-phenyl)-NH-;  
20 (2-F-6-Cl-phenyl)-NH-; (2-F-3-CH<sub>3</sub>-phenyl)-NH-;  
(2-F-4-CH<sub>3</sub>-phenyl)-NH-; (2-F-5-CH<sub>3</sub>-phenyl)-NH-;  
(2-F-6-CH<sub>3</sub>-phenyl)-NH-; (2-F-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-F-4-CF<sub>3</sub>-phenyl)-NH-; (2-F-5-CF<sub>3</sub>-phenyl)-NH-;  
25 (2-F-6-CF<sub>3</sub>-phenyl)-NH-; (2-F-3-OMe-phenyl)-NH-;  
(2-F-4-OMe-phenyl)-NH-; (2-F-5-OMe-phenyl)-NH-;  
(2-F-6-OMe-phenyl)-NH-; (2-Cl-3-F-phenyl)-NH-;  
(2-Cl-4-F-phenyl)-NH-; (2-Cl-5-F-phenyl)-NH-;  
30 (2-Cl-6-F-phenyl)-NH-; (2-Cl-3-CH<sub>3</sub>-phenyl)-NH-;  
(2-Cl-4-CH<sub>3</sub>-phenyl)-NH-; (2-Cl-5-CH<sub>3</sub>-phenyl)-NH-;  
(2-Cl-6-CH<sub>3</sub>-phenyl)-NH-; (2-Cl-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-Cl-4-CF<sub>3</sub>-phenyl)-NH-; (2-Cl-5-CF<sub>3</sub>-phenyl)-NH-;  
35 (2-Cl-6-CF<sub>3</sub>-phenyl)-NH-; (2-Cl-3-OMe-phenyl)-NH-;  
(2-Cl-4-OMe-phenyl)-NH-; (2-Cl-5-OMe-phenyl)-NH-;  
(2-Cl-6-OMe-phenyl)-NH-; (2-CH<sub>3</sub>-3-F-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-F-phenyl)-NH-; (2-CH<sub>3</sub>-5-F-phenyl)-NH-;  
(2-CH<sub>3</sub>-6-F-phenyl)-NH-; (2-CH<sub>3</sub>-3-Cl-phenyl)-NH-;  
40 (2-CH<sub>3</sub>-4-Cl-phenyl)-NH-; (2-CH<sub>3</sub>-5-Cl-phenyl)-NH-;  
(2-CH<sub>3</sub>-6-Cl-phenyl)-NH-; (2-CH<sub>3</sub>-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-CF<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)-NH-;

(2-CH<sub>3</sub>-6-CF<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-3-OMe-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-OMe-phenyl)-NH-; (2-CH<sub>3</sub>-5-OMe-phenyl)-NH-;  
(2-CH<sub>3</sub>-6-OMe-phenyl)-NH-; (2-CF<sub>3</sub>-3-F-phenyl)-NH-;  
(2-CF<sub>3</sub>-4-F-phenyl)-NH-; (2-CF<sub>3</sub>-5-F-phenyl)-NH-;  
5 (2-CF<sub>3</sub>-6-F-phenyl)-NH-; (2-CF<sub>3</sub>-3-Cl-phenyl)-NH-;  
(2-CF<sub>3</sub>-4-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-5-Cl-phenyl)-NH-;  
(2-CF<sub>3</sub>-6-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-3-CH<sub>3</sub>-phenyl)-NH-;  
(2-CF<sub>3</sub>-4-CH<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)-NH-;  
10 (2-CF<sub>3</sub>-6-CH<sub>3</sub>-phenyl)-NH-; (2-CF<sub>3</sub>-3-OMe-phenyl)-NH-;  
(2-CF<sub>3</sub>-4-OMe-phenyl)-NH-; (2-CF<sub>3</sub>-5-OMe-phenyl)-NH-;  
(2-CF<sub>3</sub>-6-OMe-phenyl)-NH-; (2-OMe-3-F-phenyl)-NH-;  
(2-OMe-4-F-phenyl)-NH-; (2-OMe-5-F-phenyl)-NH-;  
15 (2-OMe-6-F-phenyl)-NH-; (2-OMe-3-Cl-phenyl)-NH-;  
(2-OMe-4-Cl-phenyl)-NH-; (2-OMe-5-Cl-phenyl)-NH-;  
(2-OMe-6-Cl-phenyl)-NH-; (2-OMe-4-CN-phenyl)-NH-;  
(2-OMe-4-CHO-phenyl)-NH-; (2-OMe-3-CH<sub>3</sub>-phenyl)-NH-;  
20 (2-OMe-4-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-5-CH<sub>3</sub>-phenyl)-NH-;  
(2-OMe-6-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-OMe-4-CF<sub>3</sub>-phenyl)-NH-; (2-OMe-5-CF<sub>3</sub>-phenyl)-NH-;  
25 (2-OMe-6-CF<sub>3</sub>-phenyl)-NH-; (2-acetyl-4-Cl-phenyl)-NH-;  
(2-acetyl-4-Me-phenyl)-NH-; (2-acetyl-4-MeO-phenyl)-NH-;  
(2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl)-NH-;  
(2-CH<sub>3</sub>CH(OH)-4-Me-phenyl)-NH-;  
(2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl)-NH-;  
30 (3-CF<sub>3</sub>-4-Cl-phenyl)-NH-; (3-F-4-CHO-phenyl)-NH-;  
(3-CH<sub>3</sub>-4-CN-phenyl)-NH-; (3-CH<sub>3</sub>-4-MeO-phenyl)-NH-;  
(3-CH<sub>3</sub>-4-Cl-phenyl)-NH-; (3-CH<sub>3</sub>-4-F-phenyl)-NH-;  
35 (3-CH<sub>3</sub>-4-CO<sub>2</sub>Me-phenyl)NH-; (3-CF<sub>3</sub>-4-C(O)CH<sub>3</sub>-phenyl)NH-; (3-CHO-4-OMe-phenyl)-NH-; (4-F-3-CF<sub>3</sub>-phenyl)-NH-;  
  
(2,3,5-triCl-phenyl)-NH-; (2,4,5-triF-phenyl)-NH-;  
(2,6-diCl-3-Me-phenyl)-NH-; (3,5-diMe-4-MeO-phenyl)-NH-;  
(2-F-3-Cl-6-CF<sub>3</sub>-phenyl)-NH-;  
  
benzyl-NH-; (3-quinolinyl)CH<sub>2</sub>NH-; (2-F-phenyl)CH<sub>2</sub>NH-;

(2-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-phenyl)CH<sub>2</sub>NH-;  
 (2-CN-phenyl)CH<sub>2</sub>NH-; (2-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2-SMe-phenyl)CH<sub>2</sub>NH-; (3-F-phenyl)CH<sub>2</sub>NH-;

5       (3-Cl-phenyl)CH<sub>2</sub>NH-; (3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3-OMe-phenyl)CH<sub>2</sub>NH-;  
 (3-CN-phenyl)CH<sub>2</sub>NH-; (3-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (3-SMe-phenyl)CH<sub>2</sub>NH-; (4-F-phenyl)CH<sub>2</sub>NH-;  
 (4-Cl-phenyl)CH<sub>2</sub>NH-; (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

10      (4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (4-OMe-phenyl)CH<sub>2</sub>NH-;  
 (4-CN-phenyl)CH<sub>2</sub>NH-; (4-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (4-SMe-phenyl)CH<sub>2</sub>NH-; (2,3-diCl-phenyl)CH<sub>2</sub>NH-;  
 (2,4-diCl-phenyl)CH<sub>2</sub>NH-; (2,5-diCl-phenyl)CH<sub>2</sub>NH-;  
 (2,6-diCl-phenyl)CH<sub>2</sub>NH-; (3,4-diCl-phenyl)CH<sub>2</sub>NH-;

15      (3,5-diCl-phenyl)CH<sub>2</sub>NH-; (2,3-diF-phenyl)CH<sub>2</sub>NH-;  
 (2,4-diF-phenyl)CH<sub>2</sub>NH-; (2,5-diF-phenyl)CH<sub>2</sub>NH-;  
 (2,6-diF-phenyl)CH<sub>2</sub>NH-; (3,4-diF-phenyl)CH<sub>2</sub>NH-;  
 (3,5-diF-phenyl)CH<sub>2</sub>NH-; (2,3-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2,4-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,5-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

20      (2,6-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3,4-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (3,5-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,3-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2,4-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,5-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2,6-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3,4-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (3,5-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,3-diOMe-phenyl)CH<sub>2</sub>NH-;

25      (2,4-diOMe-phenyl)CH<sub>2</sub>NH-; (2,5-diOMe-phenyl)CH<sub>2</sub>NH-;  
 (2,6-diOMe-phenyl)CH<sub>2</sub>NH-; (3,4-diOMe-phenyl)CH<sub>2</sub>NH-;  
 (3,5-diOMe-phenyl)CH<sub>2</sub>NH-; (2-F-3-Cl-phenyl)CH<sub>2</sub>NH-;  
 (2-F-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-F-5-Cl-phenyl)CH<sub>2</sub>NH-;  
 (2-F-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-F-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

30      (2-F-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2-F-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2-F-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (2-F-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-3-OMe-phenyl)CH<sub>2</sub>NH-;  
 (2-F-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-F-5-OMe-phenyl)CH<sub>2</sub>NH-;

35      (2-F-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-F-phenyl)CH<sub>2</sub>NH-;  
 (2-Cl-4-F-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-F-phenyl)CH<sub>2</sub>NH-;  
 (2-Cl-6-F-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

(2-Cl-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-OMe-phenyl)CH<sub>2</sub>NH-;  
5 (2-Cl-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-F-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-F-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-Cl-phenyl)CH<sub>2</sub>NH-;  
10 (2-CH<sub>3</sub>-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-F-phenyl)CH<sub>2</sub>NH-;  
15 (2-CF<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-F-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
20 (2-CF<sub>3</sub>-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-F-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-F-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-F-phenyl)CH<sub>2</sub>NH-;  
25 (2-OMe-6-F-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-OMe-4-CN-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-CHO-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
30 (2-OMe-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-acetyl-4-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-acetyl-4-Me-phenyl)CH<sub>2</sub>NH-;  
(2-acetyl-4-MeO-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl)CH<sub>2</sub>NH-;  
35 (2-CH<sub>3</sub>CH(OH)-4-Me-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl)CH<sub>2</sub>NH-;

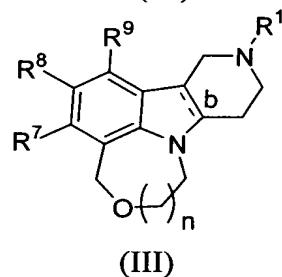
(3-CF<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (3-F-4-CHO-phenyl)CH<sub>2</sub>NH-;  
 (3-CH<sub>3</sub>-4-CN-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-MeO-phenyl)CH<sub>2</sub>NH-;  
 (3-CH<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-;  
 (4-F-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-CO<sub>2</sub>Me-phenyl)CH<sub>2</sub>NH-;  
 5 (3-CF<sub>3</sub>-4-C(O)CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
 (3-CHO-4-OMe-phenyl)CH<sub>2</sub>NH-;

(2,3,5-triCl-phenyl)CH<sub>2</sub>NH-;  
 (2,4,5-triF-phenyl)CH<sub>2</sub>NH-;  
 10 (2,6-diCl-3-Me-phenyl)CH<sub>2</sub>NH-;  
 (3,5-diMe-4-MeO-phenyl)CH<sub>2</sub>NH-; and  
 (2-F-3-Cl-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

n is 1 or 2.

15

**12. A compound of Claim 10 of Formula (III)**



wherein:

20

b is a single bond, wherein the bridge hydrogens are in a cis position;

R<sup>1</sup> is selected from

hydrogen, methyl, ethyl, n-propyl, n-butyl, s-butyl,  
 25 t-butyl, n-pentyl, n-hexyl, 2-propyl, 2-butyl, 2-pentyl, 2-hexyl, 2-methylpropyl, 2-methylbutyl, 2-methylpentyl, 2-ethylbutyl, 3-methylpentyl, 3-methylbutyl, 4-methylpentyl, 2-fluoroethyl, 2,2-difluoroethyl, 2,2,2-trifluoroethyl, 2-propenyl, 2-methyl-2-propenyl, trans-2-but enyl, 3-methyl-2-but enyl, 3-but enyl,  
 30 trans-2-pentenyl, cis-2-pentenyl, 4-pentenyl, 4-methyl-3-pentenyl, 3,3-dichloro-2-propenyl, trans-3-phenyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclopropylmethyl, cyclobutylmethyl, cyclopentylmethyl, cyclohexylmethyl,

-CH=CH<sub>2</sub>, -CH<sub>2</sub>-CH=CH<sub>2</sub>, -CH=CH-CH<sub>3</sub>, -C≡CH, -C≡C-CH<sub>3</sub>,  
and -CH<sub>2</sub>-C≡CH;

5 R<sup>7</sup> and R<sup>9</sup>, at each occurrence, are independently selected from hydrogen, fluoro,  
methyl, trifluoromethyl, and methoxy; and

10 R<sup>8</sup> is selected from  
hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-  
butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy,  
phenyl;

15 2-Cl-phenyl; 2-F-phenyl; 2-Br-phenyl; 2-CN-phenyl;  
2-Me-phenyl; 2-CF<sub>3</sub>-phenyl; 2-MeO-phenyl; 2-CF<sub>3</sub>O-phenyl; 2-NO<sub>2</sub>-phenyl; 2-  
MeS-phenyl; 2-CHO-phenyl; 2-HOCH<sub>2</sub>-phenyl;  
3-Cl-phenyl; 3-F-phenyl; 3-Br-phenyl; 3-CN-phenyl;  
3-Me-phenyl; 3-Et-phenyl; 3-n-Pr-phenyl; 3-isoPr-phenyl;  
3-n-Bu-phenyl; 3-CF<sub>3</sub>-phenyl; 3-MeO-phenyl; 3-MeS-phenyl;  
3-isopropoxyphenyl; 3-CF<sub>3</sub>O-phenyl; 3-NO<sub>2</sub>-phenyl;  
20 3-CHO-phenyl; 3-HOCH<sub>2</sub>-phenyl; 3-MeOCH<sub>2</sub>-phenyl;  
3-Me<sub>2</sub>NCH<sub>2</sub>-phenyl;

25 4-Cl-phenyl; 4-F-phenyl; 4-Br-phenyl; 4-CN-phenyl;  
4-Me-phenyl; 4-Et-phenyl; 4-n-Pr-phenyl; 4-iso-Pr-phenyl;  
4-n-Bu-phenyl; 4-CF<sub>3</sub>-phenyl; 4-MeO-phenyl;  
4-isopropoxyphenyl; 4-CF<sub>3</sub>O-phenyl; 4-MeS-phenyl;

30 4-acetylphenyl; 3-acetamidophenyl; 4-pyridyl;  
2-furanyl; 2-thiophenyl; 2-naphthyl; 1-pyrrolidinyl,  
2,3-diCl-phenyl; 2,3-diF-phenyl; 2,3-diMe-phenyl;  
2,3-diCF<sub>3</sub>-phenyl; 2,3-diMeO-phenyl; 2,3-diCF<sub>3</sub>O-phenyl;

35 2,4-diCl-phenyl; 2,4-diF-phenyl; 2,4-diMe-phenyl;  
2,4-diCF<sub>3</sub>-phenyl; 2,4-diMeO-phenyl; 2,4-diCF<sub>3</sub>O-phenyl;  
2,5-diCl-phenyl; 2,5-diF-phenyl; 2,5-diMe-phenyl;

2,5-diCF<sub>3</sub>-phenyl; 2,5-diMeO-phenyl; 2,5-diCF<sub>3</sub>O-phenyl;  
 2,6-diCl-phenyl; 2,6-diF-phenyl; 2,6-diMe-phenyl;  
 2,6-diCF<sub>3</sub>-phenyl; 2,6-diMeO-phenyl; 2,6-diCF<sub>3</sub>O-phenyl;  
 5  
 3,4-diCl-phenyl; 3,4-diF-phenyl; 3,4-diMe-phenyl;  
 3,4-diCF<sub>3</sub>-phenyl; 3,4-diMeO-phenyl; 3,4-diCF<sub>3</sub>O-phenyl;  
 10  
 2,4,6-triCl-phenyl; 2,4,6-triF-phenyl;  
 2,4,6-triMe-phenyl; 2,4,6-triCF<sub>3</sub>-phenyl;  
 2,4,6-triMeO-phenyl; 2,4,6-triCF<sub>3</sub>O-phenyl;  
 2,4,5-triMe-phenyl; 2,3,4-triF-phenyl;  
 2-Me-4-MeO-5-F-phenyl; 2,6-diCl-4-MeO-phenyl;  
 2,4-diMeO-6-F-phenyl; 2,6-diF-4-Cl-phenyl;  
 15  
 2,3,4,6-tetraF-phenyl; 2,3,4,5,6-pentaF-phenyl;  
 2-Cl-4-F-phenyl; 2-Cl-6-F-phenyl; 2-Cl-3-Me-phenyl;  
 2-Cl-4-MeO-phenyl; 2-Cl-4-EtO-phenyl;  
 2-Cl-4-iPrO-phenyl; 2-Cl-4-CF<sub>3</sub>-phenyl;  
 20  
 2-Cl-4-CF<sub>3</sub>O-phenyl; 2-Cl-4-(CHF<sub>2</sub>)O-phenyl;  
 2-F-3-Cl-phenyl; 2-F-4-MeO-phenyl; 2-F-5-Me-phenyl;  
 2-Me-3-Cl-phenyl; 2-Me-3-CN-phenyl; 2-Me-4-Cl-phenyl;  
 2-Me-4-F-phenyl; 2-Me-4-CN-phenyl; 2-Me-4-MeO-phenyl;  
 25  
 2-Me-4-EtO-phenyl; 2-Me-4-MeS-phenyl;  
 2-Me-4-H<sub>2</sub>NCO-phenyl; 2-Me-4-MeOC(=O)-phenyl;  
 2-Me-4-CH<sub>3</sub>C(=O)-phenyl; 2-Me-5-F-phenyl;  
 2-Et-4-MeO-phenyl; 2-MeO-5-F-phenyl;  
 2-MeO-4-isopropyl-phenyl; 2-CF<sub>3</sub>-4-Cl-phenyl;  
 30  
 2-CF<sub>3</sub>-4-F-phenyl; 2-CF<sub>3</sub>-4-MeO-phenyl;  
 2-CF<sub>3</sub>-4-EtO-phenyl; 2-CF<sub>3</sub>-4-iPrO-phenyl;  
 2-CF<sub>3</sub>-4-CN-phenyl; 2-CF<sub>3</sub>-6-F-phenyl;  
 2-CHO-4-MeO-phenyl; 2-MeOC(=O)-3-MeO-phenyl;  
 2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl; 2-CH<sub>3</sub>CH(OH)-4-F-phenyl;  
 35  
 2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl; 2-CH<sub>3</sub>CH(OH)-4-Me-phenyl;  
 2-CH<sub>3</sub>CH(OMe)-4-MeO-phenyl; 2-CH<sub>3</sub>C(=O)-4-MeO-phenyl;  
 2-CH<sub>3</sub>C(=O)-4-F-phenyl; 2-CH<sub>3</sub>C(=O)-4-Cl-phenyl;

- 2-CH<sub>3</sub>C(=O)-4-Me-phenyl; 2-H<sub>2</sub>C(OH)-4-MeO-phenyl;  
2-H<sub>2</sub>C(OMe)-4-MeO-phenyl; 2-H<sub>3</sub>CCH<sub>2</sub>CH(OH)-4-MeO-phenyl;  
2-H<sub>3</sub>CCH<sub>2</sub>C(=O)-4-MeO-phenyl; 2-CH<sub>3</sub>CO<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-4-MeO-phenyl;  
(Z)-2-HOCH<sub>2</sub>CH=CH-4-MeO-phenyl;  
5 (E)-2-HOCH<sub>2</sub>CH=CH-4-MeO-phenyl;  
(Z)-2-CH<sub>3</sub>CO<sub>2</sub>CH=CH-4-MeO-phenyl;  
(E)-2-CH<sub>3</sub>CO<sub>2</sub>CH=CH-4-MeO-phenyl;  
2-CH<sub>3</sub>OCH<sub>2</sub>CH<sub>2</sub>-4-MeO-phenyl;
- 10 3-CN-4-F-phenyl; 3-H<sub>2</sub>NCO-4-F-phenyl;  
(2-Cl-phenyl)-CH=CH-; (3-Cl-phenyl)-CH=CH-;  
(2,6-diF-phenyl)-CH=CH-; phenyl-CH=CH-;  
(2-Me-4-MeO-phenyl)-CH=CH-;
- 15 cyclohexyl; cyclopentyl; cyclohexylmethyl; benzyl;  
2-F-benzyl; 3-F-benzyl; 4-F-benzyl; 3-MeO-benzyl;  
3-OH-benzyl; 2-MeO-benzyl; 2-OH-benzyl;  
tetrahydroquinolin-1-yl;  
tetrahydroindolin-1-yl;  
20 tetrahydroisoindolin-1-yl;
- phenyl-S-; phenyl-NH-; pyrid-3-yl-NH-;  
(4-Me-pyrid-3-yl)-NH-; (1-naphthyl)-NH-;  
(2-naphthyl)-NH-; (2-Me-naphth-1-yl)-NH-;  
25 (3-quinolinyl)-NH-;
- (2-[1,1'-biphenyl])-NH-; (3-[1,1'-biphenyl])-NH-;  
(4-[1,1'-biphenyl])-NH-; (2-F-phenyl)-NH-;  
(2-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-phenyl)-NH-;
- 30 (2-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-phenyl)-NH-;  
(2-CN-phenyl)-NH-; (2-OCF<sub>3</sub>-phenyl)-NH-;  
(2-SMe-phenyl)-NH-; (3-F-phenyl)-NH-;  
(3-Cl-phenyl)-NH-; (3-CF<sub>3</sub>-phenyl)-NH-;  
(3-CH<sub>3</sub>-phenyl)-NH-; (3-OMe-phenyl)-NH-;
- 35 (3-CN-phenyl)-NH-; (3-OCF<sub>3</sub>-phenyl)-NH-;  
(3-SMe-phenyl)-NH-; (4-F-phenyl)-NH-;  
(4-Cl-phenyl)-NH-; (4-CF<sub>3</sub>-phenyl)-NH-;

(4-CH<sub>3</sub>-phenyl)-NH-; (4-OMe-phenyl)-NH-;  
(4-CN-phenyl)-NH-; (4-OCF<sub>3</sub>-phenyl)-NH-;  
(4-SMe-phenyl)-NH-; (2,3-diCl-phenyl)-NH-;  
(2,4-diCl-phenyl)-NH-; (2,5-diCl-phenyl)-NH-;  
5 (2,6-diCl-phenyl)-NH-; (3,4-diCl-phenyl)-NH-;  
(3,5-diCl-phenyl)-NH-; (2,3-diF-phenyl)-NH-;  
(2,4-diF-phenyl)-NH-; (2,5-diF-phenyl)-NH-;  
(2,6-diF-phenyl)-NH-; (3,4-diF-phenyl)-NH-;  
(3,5-diF-phenyl)-NH-; (2,3-diCH<sub>3</sub>-phenyl)-NH-;  
10 (2,4-diCH<sub>3</sub>-phenyl)-NH-; (2,5-diCH<sub>3</sub>-phenyl)-NH-;  
(2,6-diCH<sub>3</sub>-phenyl)-NH-; (3,4-diCH<sub>3</sub>-phenyl)-NH-;  
(3,5-diCH<sub>3</sub>-phenyl)-NH-; (2,3-diCF<sub>3</sub>-phenyl)-NH-;  
(2,4-diCF<sub>3</sub>-phenyl)-NH-; (2,5-diCF<sub>3</sub>-phenyl)-NH-;  
15 (2,6-diCF<sub>3</sub>-phenyl)-NH-; (3,4-diCF<sub>3</sub>-phenyl)-NH-;  
(3,5-diCF<sub>3</sub>-phenyl)-NH-; (2,3-diOMe-phenyl)-NH-;  
(2,4-diOMe-phenyl)-NH-; (2,5-diOMe-phenyl)-NH-;  
(2,6-diOMe-phenyl)-NH-; (3,4-diOMe-phenyl)-NH-;  
20 (3,5-diOMe-phenyl)-NH-; (2-F-3-Cl-phenyl)-NH-;  
(2-F-4-Cl-phenyl)-NH-; (2-F-5-Cl-phenyl)-NH-;  
(2-F-6-Cl-phenyl)-NH-; (2-F-3-CH<sub>3</sub>-phenyl)-NH-;  
(2-F-4-CH<sub>3</sub>-phenyl)-NH-; (2-F-5-CH<sub>3</sub>-phenyl)-NH-;  
25 (2-F-6-CH<sub>3</sub>-phenyl)-NH-; (2-F-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-F-4-CF<sub>3</sub>-phenyl)-NH-; (2-F-5-CF<sub>3</sub>-phenyl)-NH-;  
(2-F-6-CF<sub>3</sub>-phenyl)-NH-; (2-F-3-OMe-phenyl)-NH-;  
30 (2-F-4-OMe-phenyl)-NH-; (2-F-5-OMe-phenyl)-NH-;  
(2-F-6-OMe-phenyl)-NH-; (2-Cl-3-F-phenyl)-NH-;  
(2-Cl-4-F-phenyl)-NH-; (2-Cl-5-F-phenyl)-NH-;  
(2-Cl-6-F-phenyl)-NH-; (2-Cl-3-CH<sub>3</sub>-phenyl)-NH-;  
35 (2-Cl-4-CH<sub>3</sub>-phenyl)-NH-; (2-Cl-5-CH<sub>3</sub>-phenyl)-NH-;  
(2-Cl-6-CH<sub>3</sub>-phenyl)-NH-; (2-Cl-3-CF<sub>3</sub>-phenyl)-NH-;  
(2-Cl-4-CF<sub>3</sub>-phenyl)-NH-; (2-Cl-5-CF<sub>3</sub>-phenyl)-NH-;  
(2-Cl-6-CF<sub>3</sub>-phenyl)-NH-; (2-Cl-3-OMe-phenyl)-NH-;  
(2-Cl-4-OMe-phenyl)-NH-; (2-Cl-5-OMe-phenyl)-NH-;  
(2-Cl-6-OMe-phenyl)-NH-; (2-CH<sub>3</sub>-3-F-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-F-phenyl)-NH-; (2-CH<sub>3</sub>-5-F-phenyl)-NH-;  
(2-CH<sub>3</sub>-6-F-phenyl)-NH-; (2-CH<sub>3</sub>-3-Cl-phenyl)-NH-;  
(2-CH<sub>3</sub>-4-Cl-phenyl)-NH-; (2-CH<sub>3</sub>-5-Cl-phenyl)-NH-;

- (2-CH<sub>3</sub>-6-Cl-phenyl)-NH-; (2-CH<sub>3</sub>-3-CF<sub>3</sub>-phenyl)-NH-;  
 (2-CH<sub>3</sub>-4-CF<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)-NH-;  
 (2-CH<sub>3</sub>-6-CF<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-3-OMe-phenyl)-NH-;  
 (2-CH<sub>3</sub>-4-OMe-phenyl)-NH-; (2-CH<sub>3</sub>-5-OMe-phenyl)-NH-;
- 5 (2-CH<sub>3</sub>-6-OMe-phenyl)-NH-; (2-CF<sub>3</sub>-3-F-phenyl)-NH-;  
 (2-CF<sub>3</sub>-4-F-phenyl)-NH-; (2-CF<sub>3</sub>-5-F-phenyl)-NH-;  
 (2-CF<sub>3</sub>-6-F-phenyl)-NH-; (2-CF<sub>3</sub>-3-Cl-phenyl)-NH-;  
 (2-CF<sub>3</sub>-4-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-5-Cl-phenyl)-NH-;  
 (2-CF<sub>3</sub>-6-Cl-phenyl)-NH-; (2-CF<sub>3</sub>-3-CH<sub>3</sub>-phenyl)-NH-;
- 10 (2-CF<sub>3</sub>-4-CH<sub>3</sub>-phenyl)-NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)-NH-;  
 (2-CF<sub>3</sub>-6-CH<sub>3</sub>-phenyl)-NH-; (2-CF<sub>3</sub>-3-OMe-phenyl)-NH-;  
 (2-CF<sub>3</sub>-4-OMe-phenyl)-NH-; (2-CF<sub>3</sub>-5-OMe-phenyl)-NH-;  
 (2-CF<sub>3</sub>-6-OMe-phenyl)-NH-; (2-OMe-3-F-phenyl)-NH-;  
 (2-OMe-4-F-phenyl)-NH-; (2-OMe-5-F-phenyl)-NH-;
- 15 (2-OMe-6-F-phenyl)-NH-; (2-OMe-3-Cl-phenyl)-NH-;  
 (2-OMe-4-Cl-phenyl)-NH-; (2-OMe-5-Cl-phenyl)-NH-;  
 (2-OMe-6-Cl-phenyl)-NH-; (2-OMe-4-CN-phenyl)-NH-;  
 (2-OMe-4-CHO-phenyl)-NH-; (2-OMe-3-CH<sub>3</sub>-phenyl)-NH-;  
 (2-OMe-4-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-5-CH<sub>3</sub>-phenyl)-NH-;
- 20 (2-OMe-6-CH<sub>3</sub>-phenyl)-NH-; (2-OMe-3-CF<sub>3</sub>-phenyl)-NH-;  
 (2-OMe-4-CF<sub>3</sub>-phenyl)-NH-; (2-OMe-5-CF<sub>3</sub>-phenyl)-NH-;  
 (2-OMe-6-CF<sub>3</sub>-phenyl)-NH-; (2-acetyl-4-Cl-phenyl)-NH-;  
 (2-acetyl-4-Me-phenyl)-NH-; (2-acetyl-4-MeO-phenyl)-NH-;  
 (2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl)-NH-;
- 25 (2-CH<sub>3</sub>CH(OH)-4-Me-phenyl)-NH-;  
 (2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl)-NH-;
- (3-CF<sub>3</sub>-4-Cl-phenyl)-NH-; (3-F-4-CHO-phenyl)-NH-;  
 (3-CH<sub>3</sub>-4-CN-phenyl)-NH-; (3-CH<sub>3</sub>-4-MeO-phenyl)-NH-;
- 30 (3-CH<sub>3</sub>-4-Cl-phenyl)-NH-; (3-CH<sub>3</sub>-4-F-phenyl)-NH-;
- (3-CH<sub>3</sub>-4-CO<sub>2</sub>Me-phenyl)NH-; (3-CF<sub>3</sub>-4-C(O)CH<sub>3</sub>-phenyl)NH-; (3-CHO-4-OMe-phenyl)-NH-; (4-F-3-CF<sub>3</sub>-phenyl)-NH-;
- 35 (2,3,5-triCl-phenyl)-NH-; (2,4,5-triF-phenyl)-NH-;  
 (2,6-diCl-3-Me-phenyl)-NH-; (3,5-diMe-4-MeO-phenyl)-NH-;  
 (2-F-3-Cl-6-CF<sub>3</sub>-phenyl)-NH-;

benzyl-NH-; (3-quinolinyl)CH<sub>2</sub>NH-; (2-F-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-phenyl)CH<sub>2</sub>NH-;  
5 (2-CN-phenyl)CH<sub>2</sub>NH-; (2-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-SMe-phenyl)CH<sub>2</sub>NH-; (3-F-phenyl)CH<sub>2</sub>NH-;  
(3-Cl-phenyl)CH<sub>2</sub>NH-; (3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3-OMe-phenyl)CH<sub>2</sub>NH-;  
(3-CN-phenyl)CH<sub>2</sub>NH-; (3-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
10 (3-SMe-phenyl)CH<sub>2</sub>NH-; (4-F-phenyl)CH<sub>2</sub>NH-;  
(4-Cl-phenyl)CH<sub>2</sub>NH-; (4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (4-OMe-phenyl)CH<sub>2</sub>NH-;  
(4-CN-phenyl)CH<sub>2</sub>NH-; (4-OCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(4-SMe-phenyl)CH<sub>2</sub>NH-; (2,3-diCl-phenyl)CH<sub>2</sub>NH-;  
15 (2,4-diCl-phenyl)CH<sub>2</sub>NH-; (2,5-diCl-phenyl)CH<sub>2</sub>NH-;  
(2,6-diCl-phenyl)CH<sub>2</sub>NH-; (3,4-diCl-phenyl)CH<sub>2</sub>NH-;  
(3,5-diCl-phenyl)CH<sub>2</sub>NH-; (2,3-diF-phenyl)CH<sub>2</sub>NH-;  
(2,4-diF-phenyl)CH<sub>2</sub>NH-; (2,5-diF-phenyl)CH<sub>2</sub>NH-;  
(2,6-diF-phenyl)CH<sub>2</sub>NH-; (3,4-diF-phenyl)CH<sub>2</sub>NH-;  
20 (3,5-diF-phenyl)CH<sub>2</sub>NH-; (2,3-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2,4-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,5-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2,6-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3,4-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(3,5-diCH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,3-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
25 (2,4-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,5-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2,6-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3,4-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(3,5-diCF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2,3-diOMe-phenyl)CH<sub>2</sub>NH-;  
(2,4-diOMe-phenyl)CH<sub>2</sub>NH-; (2,5-diOMe-phenyl)CH<sub>2</sub>NH-;  
(2,6-diOMe-phenyl)CH<sub>2</sub>NH-; (3,4-diOMe-phenyl)CH<sub>2</sub>NH-;  
30 (3,5-diOMe-phenyl)CH<sub>2</sub>NH-; (2-F-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-F-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-F-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-F-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-F-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-F-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-F-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
35 (2-F-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-F-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-F-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-F-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-F-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-F-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-F-phenyl)CH<sub>2</sub>NH-;

(2-Cl-4-F-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-F-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
5 (2-Cl-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-Cl-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-Cl-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-Cl-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-F-phenyl)CH<sub>2</sub>NH-;  
10 (2-CH<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-F-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
15 (2-CH<sub>3</sub>-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-OMe-phenyl)CH<sub>2</sub>NH-;  
20 (2-CH<sub>3</sub>-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-F-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-F-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-Cl-phenyl)CH<sub>2</sub>NH-;  
25 (2-CF<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CH<sub>3</sub>-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
30 (2-CF<sub>3</sub>-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-3-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-4-OMe-phenyl)CH<sub>2</sub>NH-; (2-CF<sub>3</sub>-5-OMe-phenyl)CH<sub>2</sub>NH-;  
(2-CF<sub>3</sub>-6-OMe-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-F-phenyl)CH<sub>2</sub>NH-;  
35 (2-OMe-4-F-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-F-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-F-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-Cl-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-Cl-phenyl)CH<sub>2</sub>NH-; (2-OMe-4-CN-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-CHO-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
40 (2-OMe-4-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-6-CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
(2-OMe-4-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-OMe-5-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;  
45 (2-OMe-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (2-acetyl-4-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-acetyl-4-Me-phenyl)CH<sub>2</sub>NH-;  
50 (2-acetyl-4-MeO-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>CH(OH)-4-Cl-phenyl)CH<sub>2</sub>NH-;  
(2-CH<sub>3</sub>CH(OH)-4-Me-phenyl)CH<sub>2</sub>NH-;

(2-CH<sub>3</sub>CH(OH)-4-MeO-phenyl)CH<sub>2</sub>NH-;

(3-CF<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (3-F-4-CHO-phenyl)CH<sub>2</sub>NH-;

(3-CH<sub>3</sub>-4-CN-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-MeO-phenyl)CH<sub>2</sub>NH-;

5 (3-CH<sub>3</sub>-4-Cl-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-F-phenyl)CH<sub>2</sub>NH-;

(4-F-3-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-; (3-CH<sub>3</sub>-4-CO<sub>2</sub>Me-phenyl)CH<sub>2</sub>NH-;

(3-CF<sub>3</sub>-4-C(O)CH<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

(3-CHO-4-OMe-phenyl)CH<sub>2</sub>NH-;

10 (2,3,5-triCl-phenyl)CH<sub>2</sub>NH-;

(2,4,5-triF-phenyl)CH<sub>2</sub>NH-;

(2,6-diCl-3-Me-phenyl)CH<sub>2</sub>NH-;

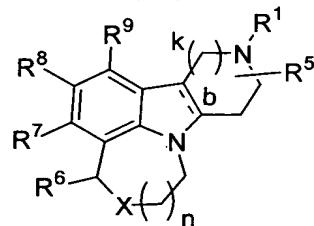
(3,5-diMe-4-MeO-phenyl)CH<sub>2</sub>NH-; and

(2-F-3-Cl-6-CF<sub>3</sub>-phenyl)CH<sub>2</sub>NH-;

15

n is 1 or 2.

**13. A compound of Claim 1 of formula (I-a)**



20

(I-a)

wherein:

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>10</sup>-;

25

R<sup>1</sup> is selected from

C<sub>1</sub>-6 alkyl substituted with Z,

C<sub>2</sub>-6 alkenyl substituted with Z,

C<sub>2</sub>-6 alkynyl substituted with Z,

30

C<sub>3</sub>-6 cycloalkyl substituted with Z,

aryl substituted with Z,

5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic ring system substituted with Z;

5      C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>2</sup>,  
C<sub>2-6</sub> alkenyl substituted with 0-2 R<sup>2</sup>,  
C<sub>2-6</sub> alkynyl substituted with 0-2 R<sup>2</sup>,  
aryl substituted with 0-2 R<sup>2</sup>, and  
5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic ring system substituted with 0-2 R<sup>2</sup>;

10

Z is selected from H,  
-CH(OH)R<sup>2</sup>,  
-C(ethylenedioxy)R<sup>2</sup>,  
15      -OR<sup>2</sup>,  
-SR<sup>2</sup>,  
-NR<sup>2</sup>R<sup>3</sup>,  
-C(O)R<sup>2</sup>,  
-C(O)NR<sup>2</sup>R<sup>3</sup>,  
20      -NR<sup>3</sup>C(O)R<sup>2</sup>,  
-C(O)OR<sup>2</sup>,  
-OC(O)R<sup>2</sup>,  
-CH(=NR<sup>4</sup>)NR<sup>2</sup>R<sup>3</sup>,  
-NHC(=NR<sup>4</sup>)NR<sup>2</sup>R<sup>3</sup>,  
25      -S(O)R<sup>2</sup>,  
-S(O)<sub>2</sub>R<sup>2</sup>,  
-S(O)<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, and -NR<sup>3</sup>S(O)<sub>2</sub>R<sup>2</sup>;

30      R<sup>2</sup>, at each occurrence, is independently selected from  
C<sub>1-4</sub> alkyl,  
C<sub>2-4</sub> alkenyl,  
C<sub>2-4</sub> alkynyl,  
C<sub>3-6</sub> cycloalkyl,  
aryl substituted with 0-5 R<sup>42</sup>;  
35      C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>41</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>41</sup>;

5 R<sup>3</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, and C<sub>1-4</sub> alkoxy;

10 alternatively, R<sup>2</sup> and R<sup>3</sup> join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R<sup>4</sup>)-;

R<sup>4</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

15 R<sup>5</sup> is H, methyl, ethyl, propyl, or butyl;

R<sup>6</sup> is H, methyl, ethyl, propyl, or butyl;

20 R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, at each occurrence, are independently selected from H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy, C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>, C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, 25 aryl substituted with 0-5 R<sup>33</sup>, 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

30 OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>, C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>, S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

35 R<sup>10</sup> is selected from H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, and C<sub>1-4</sub> alkoxy;

$R^{11}$  is selected from

H, halo, -CF<sub>3</sub>, -CN, -NO<sub>2</sub>,  
 C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkoxy, C<sub>3-10</sub> cycloalkyl,

5 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,  
 aryl substituted with 0-5 R<sup>33</sup>,  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;

10 OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>,  
 C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, OC(O)OR<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>,  
 NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)NR<sup>12</sup>R<sup>13</sup>,  
 S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, and NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>;

15  $R^{12}$ , at each occurrence, is independently selected from  
 C<sub>1-4</sub> alkyl,  
 C<sub>2-4</sub> alkenyl,  
 C<sub>2-4</sub> alkynyl,  
 20 C<sub>3-6</sub> cycloalkyl,  
 phenyl substituted with 0-5 R<sup>33</sup>;  
 C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>31</sup>;

$R^{13}$ , at each occurrence, is independently selected from  
 H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

30 alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally  
 substituted with -O- or -N(R<sup>14</sup>)-;

R<sup>14</sup>, at each occurrence, is independently selected from H and C<sub>1-4</sub> alkyl;

35 R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -  
 OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-

, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

R<sup>33</sup>, at each occurrence, is independently selected from

H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkoxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

R<sup>41</sup>, at each occurrence, is independently selected from  
 H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, =O,  
 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl  
 C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>,  
 25 aryl substituted with 0-3 R<sup>42</sup>, and  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;

R<sup>42</sup>, at each occurrence, is independently selected from  
 H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, SR<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, OR<sup>48</sup>, NO<sub>2</sub>, CN,  
 CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>,  
 C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl,  
 C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>,  
 35 aryl substituted with 0-3 R<sup>44</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;

5 R<sup>43</sup> is C<sub>3</sub>-6 cycloalkyl or aryl substituted with 0-3 R<sup>44</sup>;

R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, C<sub>1</sub>-4 alkyl, and C<sub>1</sub>-4 alkoxy;

10 R<sup>45</sup> is C<sub>1</sub>-4 alkyl;

R<sup>46</sup>, at each occurrence, is independently selected from H and C<sub>1</sub>-4 alkyl;

R<sup>47</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-4 alkyl, -

15 C(=O)NH(C<sub>1</sub>-4 alkyl), -SO<sub>2</sub>(C<sub>1</sub>-4 alkyl),  
-SO<sub>2</sub>(phenyl), -C(=O)O(C<sub>1</sub>-4 alkyl), -C(=O)( C<sub>1</sub>-4 alkyl), and -C(=O)H;

R<sup>48</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-4 alkyl, -

C(=O)NH(C<sub>1</sub>-4 alkyl), -C(=O)O(C<sub>1</sub>-4 alkyl),

20 -C(=O)( C<sub>1</sub>-4 alkyl), and -C(=O)H;

k is 1 or 2; and

n is 1 or 2.

25

**14.** A compound of Claim 13 wherein:

X is -O-, -S-, or -NH-;

30 R<sup>1</sup> is selected from

C<sub>2</sub>-5 alkyl substituted with Z,

C<sub>2</sub>-5 alkenyl substituted with Z,

C<sub>2</sub>-5 alkynyl substituted with Z,

C<sub>3</sub>-6 cycloalkyl substituted with Z,

35 aryl substituted with Z,

- 5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic ring system substituted with Z;
- C<sub>1</sub>-5 alkyl substituted with 0-2 R<sup>2</sup>,
- C<sub>2</sub>-5 alkenyl substituted with 0-2 R<sup>2</sup>, and
- C<sub>2</sub>-5 alkynyl substituted with 0-2 R<sup>2</sup>;
- Z is selected from H,
- CH(OH)R<sup>2</sup>,
- 10 -C(ethylenedioxy)R<sup>2</sup>,
- OR<sup>2</sup>,
- SR<sup>2</sup>,
- NR<sup>2</sup>R<sup>3</sup>,
- C(O)R<sup>2</sup>,
- 15 -C(O)NR<sup>2</sup>R<sup>3</sup>,
- NR<sup>3</sup>C(O)R<sup>2</sup>,
- C(O)OR<sup>2</sup>,
- OC(O)R<sup>2</sup>,
- CH(=NR<sup>4</sup>)NR<sup>2</sup>R<sup>3</sup>,
- 20 -NHC(=NR<sup>4</sup>)NR<sup>2</sup>R<sup>3</sup>,
- S(O)R<sup>2</sup>,
- S(O)<sub>2</sub>R<sup>2</sup>,
- S(O)<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, and -NR<sup>3</sup>S(O)<sub>2</sub>R<sup>2</sup>;
- 25 R<sup>2</sup>, at each occurrence, is independently selected from
- C<sub>1</sub>-4 alkyl,
- C<sub>2</sub>-4 alkenyl,
- C<sub>2</sub>-4 alkynyl,
- C<sub>3</sub>-6 cycloalkyl,
- 30 aryl substituted with 0-5 R<sup>42</sup>;
- C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>41</sup>, and
- 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>41</sup>;
- 35 R<sup>3</sup>, at each occurrence, is independently selected from
- H, C<sub>1</sub>-4 alkyl, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, and

C<sub>1-4</sub> alkoxy;

alternatively, R<sup>2</sup> and R<sup>3</sup> join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R<sup>4</sup>)-;

5

R<sup>4</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>5</sup> is H, methyl, or ethyl;

10

R<sup>6</sup> is H, methyl, ethyl, propyl, or butyl;

R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, at each occurrence, are independently selected from H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -OCH<sub>3</sub>, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>,

15

C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-6</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy,

C<sub>1-4</sub> alkyl substituted with 0-2 R<sup>11</sup>,

C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,

aryl substituted with 0-5 R<sup>33</sup>,

20

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

25

OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>, C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>14</sup>S(O)R<sup>12</sup>, NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>, NR<sup>12</sup>C(O)R<sup>15</sup>, NR<sup>12</sup>C(O)OR<sup>15</sup>, NR<sup>12</sup>S(O)<sub>2</sub>R<sup>15</sup>, and NR<sup>12</sup>C(O)NHR<sup>15</sup>;

30

R<sup>11</sup> is selected from

H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -OCH<sub>3</sub>, -CN, -NO<sub>2</sub>, -NR<sup>46</sup>R<sup>47</sup>,

C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, C<sub>1-6</sub> alkoxy, (C<sub>1-4</sub> haloalkyl)oxy,

C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>,

35

aryl substituted with 0-5 R<sup>33</sup>,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

5 OR<sup>12</sup>, SR<sup>12</sup>, NR<sup>12</sup>R<sup>13</sup>, C(O)H, C(O)R<sup>12</sup>, C(O)NR<sup>12</sup>R<sup>13</sup>, NR<sup>14</sup>C(O)R<sup>12</sup>, C(O)OR<sup>12</sup>, OC(O)R<sup>12</sup>, CH(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, NHC(=NR<sup>14</sup>)NR<sup>12</sup>R<sup>13</sup>, S(O)R<sup>12</sup>, S(O)<sub>2</sub>R<sup>12</sup>, S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>, and NR<sup>14</sup>S(O)<sub>2</sub>R<sup>12</sup>;

10 R<sup>12</sup>, at each occurrence, is independently selected from  
C<sub>1-4</sub> alkyl,  
C<sub>2-4</sub> alkenyl,  
C<sub>2-4</sub> alkynyl,  
C<sub>3-6</sub> cycloalkyl,

15 phenyl substituted with 0-5 R<sup>33</sup>;  
C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>33</sup>, and  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>31</sup>;

20 R<sup>13</sup>, at each occurrence, is independently selected from  
H, C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, and C<sub>2-4</sub> alkynyl;

25 alternatively, R<sup>12</sup> and R<sup>13</sup> join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R<sup>14</sup>)-;

R<sup>14</sup>, at each occurrence, is independently selected from H and C<sub>1-4</sub> alkyl;

30 R<sup>31</sup>, at each occurrence, is independently selected from CN, NO<sub>2</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, -C(=O)H, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl

substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

R<sup>33</sup>, at each occurrence, is independently selected from

5 H, OH, halo, CN, NO<sub>2</sub>, CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, -C(=O)H, =O, -C(=O)NH<sub>2</sub>, -C(=O)OCH<sub>3</sub>, phenyl, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkyl-oxy-, C<sub>1-4</sub> alkyloxy-, C<sub>1-4</sub> alkylthio-, C<sub>1-4</sub> alkyl-C(=O)-, C<sub>1-4</sub> alkyl-OC(=O)-, C<sub>1-4</sub> alkyl-C(=O)O-, C<sub>1-4</sub> alkyl-C(=O)NH-, C<sub>1-4</sub> alkyl-NHC(=O)-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NC(=O)-, C<sub>3-6</sub> cycloalkyl-oxy-, C<sub>3-6</sub> cycloalkylmethyl-oxy-; C<sub>1-6</sub> alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-; and C<sub>2-6</sub> alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO<sub>2</sub>R<sup>45</sup>, -NR<sup>46</sup>R<sup>47</sup>, NR<sup>46</sup>R<sup>47</sup>C(=O)-, or (C<sub>1-4</sub> alkyl)CO<sub>2</sub>-;

15

R<sup>41</sup>, at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, =O, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>,

20

aryl substituted with 0-3 R<sup>42</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;

25

R<sup>42</sup>, at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, SR<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, OR<sup>48</sup>, NO<sub>2</sub>, CN, CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>,

C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>43</sup>,

30

aryl substituted with 0-3 R<sup>44</sup>, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>44</sup>;

35 R<sup>43</sup> is C<sub>3-6</sub> cycloalkyl or aryl substituted with 0-3 R<sup>44</sup>;

R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, C<sub>1-4</sub> alkyl, and C<sub>1-4</sub> alkoxy;

R<sup>45</sup> is C<sub>1-4</sub> alkyl;

5

R<sup>46</sup>, at each occurrence, is independently selected from H and C<sub>1-3</sub> alkyl;

R<sup>47</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, -C(=O)NH(C<sub>1-4</sub> alkyl), -SO<sub>2</sub>(C<sub>1-4</sub> alkyl),

10 -SO<sub>2</sub>(phenyl), -C(=O)O(C<sub>1-4</sub> alkyl), -C(=O)(C<sub>1-4</sub> alkyl), and -C(=O)H;

R<sup>48</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, -C(=O)NH(C<sub>1-4</sub> alkyl), -C(=O)O(C<sub>1-4</sub> alkyl), -C(=O)(C<sub>1-4</sub> alkyl), and -C(=O)H;

15

k is 1 or 2; and

n is 1 or 2.

20 **15.** A compound of Claim 13 wherein:

X is -O- or -S-;

R<sup>1</sup> is selected from

25 C<sub>2-4</sub> alkyl substituted with Z,

C<sub>2-4</sub> alkenyl substituted with Z,

C<sub>2-4</sub> alkynyl substituted with Z,

C<sub>3-6</sub> cycloalkyl substituted with Z,

aryl substituted with Z,

30 5-6 membered heterocyclic ring system containing at least one heteroatom selected from the group consisting of N, O, and S, said heterocyclic ring system substituted with Z;

C<sub>2-4</sub> alkyl substituted with 0-2 R<sup>2</sup>, and

C<sub>2-4</sub> alkenyl substituted with 0-2 R<sup>2</sup>;

35

Z is selected from H,

-CH(OH)R<sup>2</sup>,

-C(ethylenedioxy)R<sup>2</sup>,  
 -OR<sup>2</sup>,  
 -SR<sup>2</sup>,  
 -NR<sup>2</sup>R<sup>3</sup>,  
 5 -C(O)R<sup>2</sup>,  
 -C(O)NR<sup>2</sup>R<sup>3</sup>,  
 -NR<sup>3</sup>C(O)R<sup>2</sup>,  
 -C(O)OR<sup>2</sup>,  
 -S(O)R<sup>2</sup>,  
 10 -S(O)<sub>2</sub>R<sup>2</sup>,  
 -S(O)<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, and -NR<sup>3</sup>S(O)<sub>2</sub>R<sup>2</sup>;

R<sup>2</sup>, at each occurrence, is independently selected from  
 phenyl substituted with 0-5 R<sup>42</sup>;  
 15 C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>41</sup>, and  
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
 selected from the group consisting of N, O, and S substituted with 0-3  
 R<sup>41</sup>;  
 20 R<sup>3</sup>, at each occurrence, is independently selected from  
 H, C<sub>1</sub>-4 alkyl, C<sub>2</sub>-4 alkenyl, C<sub>2</sub>-4 alkynyl, and  
 C<sub>1</sub>-4 alkoxy;  
 alternatively, R<sup>2</sup> and R<sup>3</sup> join to form a 5- or 6-membered ring optionally substituted  
 25 with -O- or -N(R<sup>4</sup>);  
 R<sup>4</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and  
 butyl;  
 30 R<sup>5</sup> is H;  
 R<sup>6</sup> is H;  
 R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, at each occurrence, are independently selected from  
 35 H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -OCH<sub>3</sub>, -CN, -NO<sub>2</sub>,  
 C<sub>1</sub>-4 alkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 alkoxy, (C<sub>1</sub>-3 haloalkyl)oxy, and  
 C<sub>1</sub>-4 alkyl substituted with 0-2 R<sup>11</sup>;

5      R<sup>11</sup> is selected from

H, halo, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OH, -OCH<sub>3</sub>, -CN, -NO<sub>2</sub>,  
C<sub>1</sub>-4 alkyl, C<sub>1</sub>-4 haloalkyl, C<sub>1</sub>-4 alkoxy, and (C<sub>1</sub>-3 haloalkyl)oxy;

10     

R<sup>33</sup>, at each occurrence, is independently selected from

H, OH, halo, CF<sub>3</sub>, and methyl;

15     R<sup>41</sup>, at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, NO<sub>2</sub>, CN, =O,  
C<sub>2</sub>-8 alkenyl, C<sub>2</sub>-8 alkynyl, C<sub>1</sub>-4 alkoxy, C<sub>1</sub>-4 haloalkyl,  
C<sub>1</sub>-4 alkyl substituted with 0-1 R<sup>43</sup>,  
aryl substituted with 0-3 R<sup>42</sup>, and  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3  
R<sup>44</sup>;

20     R<sup>42</sup>, at each occurrence, is independently selected from

H, CF<sub>3</sub>, halo, OH, CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, SR<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, OR<sup>48</sup>, NO<sub>2</sub>, CN,  
CH(=NH)NH<sub>2</sub>, NHC(=NH)NH<sub>2</sub>,  
C<sub>2</sub>-6 alkenyl, C<sub>2</sub>-6 alkynyl, C<sub>1</sub>-4 alkoxy, C<sub>1</sub>-4 haloalkyl, C<sub>3</sub>-6 cycloalkyl,  
C<sub>1</sub>-4 alkyl substituted with 0-1 R<sup>43</sup>,  
aryl substituted with 0-3 R<sup>44</sup>, and  
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms  
selected from the group consisting of N, O, and S substituted with 0-3  
R<sup>44</sup>;

25     R<sup>43</sup> is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each  
substituted with 0-3 R<sup>44</sup>;

30     

R<sup>44</sup>, at each occurrence, is independently selected from H, halo, -OH, NR<sup>46</sup>R<sup>47</sup>,  
CO<sub>2</sub>H, SO<sub>2</sub>R<sup>45</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CN, -NO<sub>2</sub>, methyl, ethyl, propyl, butyl,  
methoxy, ethoxy, propoxy, and butoxy;

35     R<sup>45</sup> is methyl, ethyl, propyl, or butyl;

R<sup>46</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>47</sup>, at each occurrence, is independently selected from

5           H, methyl, ethyl, n-propyl, i-propyl, n-butyl,  
i-butyl, -C(=O)NH(methyl), -C(=O)NH(ethyl),  
-SO<sub>2</sub>(methyl), -SO<sub>2</sub>(ethyl), -SO<sub>2</sub>(phenyl),  
-C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl),  
-C(=O)(ethyl), and -C(=O)H;

10

R<sup>48</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, n-propyl, i-propyl, -C(=O)NH(methyl), -C(=O)NH(ethyl), -C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl), -C(=O)(ethyl), and -C(=O)H;

15

k is 1; and

n is 1 or 2.

20   **16.**   A compound of Claim 13 wherein:

X is -O- or -S-;

R<sup>1</sup> is selected from

25           ethyl substituted with Z,  
propyl substituted with Z,  
butyl substituted with Z,  
propenyl substituted with Z,  
butenyl substituted with Z,  
30           ethyl substituted with R<sup>2</sup>,  
propyl substituted with R<sup>2</sup>,  
butyl substituted with R<sup>2</sup>,  
propenyl substituted with R<sup>2</sup>, and  
butenyl substituted with R<sup>2</sup>;

35

Z is selected from H,

-CH(OH)R<sup>2</sup>,

-OR<sup>2</sup>,  
 -SR<sup>2</sup>,  
 -NR<sup>2</sup>R<sup>3</sup>,  
 -C(O)R<sup>2</sup>,  
 5 -C(O)NR<sup>2</sup>R<sup>3</sup>,  
 -NR<sup>3</sup>C(O)R<sup>2</sup>,  
 -C(O)OR<sup>2</sup>,  
 -S(O)R<sup>2</sup>,  
 -S(O)<sub>2</sub>R<sup>2</sup>,  
 10 -S(O)<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, and -NR<sup>3</sup>S(O)<sub>2</sub>R<sup>2</sup>;

R<sup>2</sup>, at each occurrence, is independently selected from

phenyl substituted with 0-3 R<sup>42</sup>;  
 naphthyl substituted with 0-3 R<sup>42</sup>;  
 15 cyclopropyl substituted with 0-3 R<sup>41</sup>;  
 cyclobutyl substituted with 0-3 R<sup>41</sup>;  
 cyclopentyl substituted with 0-3 R<sup>41</sup>;  
 cyclohexyl substituted with 0-3 R<sup>41</sup>;  
 pyridyl substituted with 0-3 R<sup>41</sup>;  
 20 indolyl substituted with 0-3 R<sup>41</sup>;  
 indolinyl substituted with 0-3 R<sup>41</sup>;  
 benzimidazolyl substituted with 0-3 R<sup>41</sup>;  
 benzotriazolyl substituted with 0-3 R<sup>41</sup>;  
 benzothienyl substituted with 0-3 R<sup>41</sup>;  
 25 benzofuranyl substituted with 0-3 R<sup>41</sup>;  
 phthalimid-1-yl substituted with 0-3 R<sup>41</sup>;  
 inden-2-yl substituted with 0-3 R<sup>41</sup>;  
 30 2,3-dihydro-1H-inden-2-yl substituted with 0-3 R<sup>41</sup>;  
 indazolyl substituted with 0-3 R<sup>41</sup>;  
 tetrahydroquinolinyl substituted with 0-3 R<sup>41</sup>; and  
 tetrahydro-isquinolinyl substituted with 0-3 R<sup>41</sup>;

R<sup>3</sup>, at each occurrence, is independently selected from

H, methyl, and ethyl;  
 35 R<sup>5</sup> is H;

R<sup>6</sup> is H;

R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, at each occurrence, are independently selected from H, F, Cl, methyl, ethyl, methoxy, -CF<sub>3</sub>,

5 and -OCF<sub>3</sub>;

R<sup>41</sup>, at each occurrence, is independently selected from

H, F, Cl, Br, OH, CF<sub>3</sub>, NO<sub>2</sub>, CN, =O, methyl, ethyl, propyl, butyl, methoxy, and ethoxy;

10

R<sup>42</sup>, at each occurrence, is independently selected from

H, F, Cl, Br, OH, CF<sub>3</sub>, SO<sub>2</sub>R<sup>45</sup>, SR<sup>45</sup>, NR<sup>46</sup>R<sup>47</sup>, OR<sup>48</sup>, NO<sub>2</sub>, CN, =O, methyl, ethyl, propyl, butyl, methoxy, and ethoxy;

15

R<sup>45</sup> is methyl, ethyl, propyl, or butyl;

R<sup>46</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

20

R<sup>47</sup>, at each occurrence, is independently selected from

H, methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, -C(=O)NH(methyl), -C(=O)NH(ethyl), -SO<sub>2</sub>(methyl), -SO<sub>2</sub>(ethyl), -SO<sub>2</sub>(phenyl), -C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl), -C(=O)(ethyl), and -C(=O)H;

25

R<sup>48</sup>, at each occurrence, is independently selected from

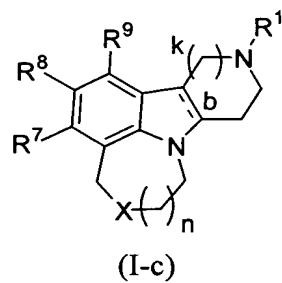
H, methyl, ethyl, n-propyl, i-propyl, -C(=O)NH(methyl), -C(=O)NH(ethyl), -C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl), -C(=O)(ethyl), and -C(=O)H;

30  
k is 1; and

n is 1 or 2.

35

17. A compound of Claim 13 of Formula (I-c)



wherein:

5    b is a single bond or a double bond;

X is -S- or -O-;

$R^1$  is selected from

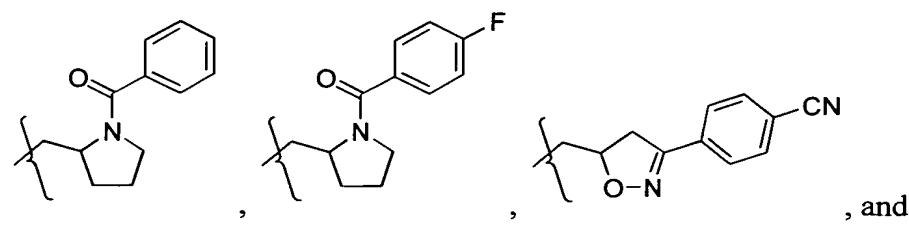
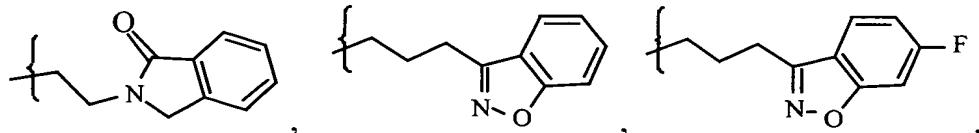
- 10    -(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-fluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-bromo-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-methyl-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-methoxy-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-(3,4-dichloro-phenyl)phenyl),
- 15    -(CH<sub>2</sub>)<sub>3</sub>C(=O)(3-methyl-4-fluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(2,3-dimethoxy-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-chloro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(3-methyl-phenyl),
- 20    -(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-t-butyl-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(3,4-difluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(2-methoxy-5-fluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-fluoro-1-naphthyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(benzyl),
- 25    -(CH<sub>2</sub>)<sub>3</sub>C(=O)(4-pyridyl),  
-(CH<sub>2</sub>)<sub>3</sub>C(=O)(3-pyridyl),  
-(CH<sub>2</sub>)<sub>3</sub>CH(OH)(4-fluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>CH(OH)(4-pyridyl),  
-(CH<sub>2</sub>)<sub>3</sub>CH(OH)(2,3-dimethoxy-phenyl),
- 30    -(CH<sub>2</sub>)<sub>3</sub>S(3-fluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>S(4-fluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>S(=O)(4-fluoro-phenyl),  
-(CH<sub>2</sub>)<sub>3</sub>SO<sub>2</sub>(3-fluoro-phenyl),

- $(CH_2)_3SO_2(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_3O(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_3O(\text{phenyl})$ ,
- $(CH_2)_3O(3\text{-pyridyl})$ ,
- 5 - $(CH_2)_3O(4\text{-pyridyl})$ ,
- $(CH_2)_3O(2\text{-NH}_2\text{-phenyl})$ ,
- $(CH_2)_3O(2\text{-NH}_2\text{-5-F-phenyl})$ ,
- $(CH_2)_3O(2\text{-NH}_2\text{-4-F-phenyl})$ ,
- $(CH_2)_3O(2\text{-NO}_2\text{-4-F-phenyl})$ ,
- 10 - $(CH_2)_3O(2\text{-NH}_2\text{-3-F-phenyl})$ ,
- $(CH_2)_3O(2\text{-NH}_2\text{-4-Cl-phenyl})$ ,
- $(CH_2)_3O(2\text{-NH}_2\text{-4-OH-phenyl})$ ,
- $(CH_2)_3O(2\text{-NH}_2\text{-4-Br-phenyl})$ ,
- $(CH_2)_3O(2\text{-NHC(=O)Me-4-F-phenyl})$ ,
- 15 - $(CH_2)_3O(2\text{-NHC(=O)Me-phenyl})$ ,
- $(CH_2)_3NH(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_3N(\text{methyl})(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_3CO_2(\text{ethyl})$ ,
- $(CH_2)_3C(=O)N(\text{methyl})(\text{methoxy})$ ,
- 20 - $(CH_2)_3C(=O)NH(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_2NHC(=O)(\text{phenyl})$ ,
- $(CH_2)_2NMeC(=O)(\text{phenyl})$ ,
- $(CH_2)_2NHC(=O)(2\text{-fluoro-phenyl})$ ,
- $(CH_2)_2NMeC(=O)(2\text{-fluoro-phenyl})$ ,
- 25 - $(CH_2)_2NHC(=O)(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_2NMeC(=O)(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_2NHC(=O)(2,4\text{-difluoro-phenyl})$ ,
- $(CH_2)_2NMeC(=O)(2,4\text{-difluoro-phenyl})$ ,
- $(CH_2)_3(3\text{-indolyl})$ ,
- 30 - $(CH_2)_3(1\text{-methyl-3-indolyl})$ ,
- $(CH_2)_3(1\text{-indolyl})$ ,
- $(CH_2)_3(1\text{-indolinyl})$ ,
- $(CH_2)_3(1\text{-benzimidazolyl})$ ,
- $(CH_2)_3(1H\text{-1,2,3-benzotriazol-1-yl})$ ,
- 35 - $(CH_2)_3(1H\text{-1,2,3-benzotriazol-2-yl})$ ,
- $(CH_2)_2(1H\text{-1,2,3-benzotriazol-1-yl})$ ,
- $(CH_2)_2(1H\text{-1,2,3-benzotriazol-2-yl})$ ,

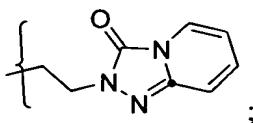
- $(CH_2)_3(3,4\text{ dihydro-}1(2H)\text{-quinolinyl})$ ,
- $(CH_2)_2C(=O)(4\text{-fluoro-phenyl})$ ,
- $(CH_2)_2C(=O)NH(4\text{-fluoro-phenyl})$ ,
- $CH_2CH_2(3\text{-indolyl})$ ,
- 5 - $CH_2CH_2(1\text{-phthalimidyl})$ ,
- $(CH_2)_4C(=O)N(\text{methyl})(\text{methoxy})$ ,
- $(CH_2)_4CO_2(\text{ethyl})$ ,
- $(CH_2)_4C(=O)(\text{phenyl})$ ,
- $(CH_2)_4(\text{cyclohexyl})$ ,
- 10 - $(CH_2)_3CH(\text{phenyl})_2$ ,
- $CH_2CH_2CH=C(\text{phenyl})_2$ ,
- $CH_2CH_2CH=CMe(4\text{-F-phenyl})$ ,
- $(CH_2)_3CH(4\text{-fluoro-phenyl})_2$ ,
- $CH_2CH_2CH=C(4\text{-fluoro-phenyl})_2$ ,
- 15 - $(CH_2)_2(2,3\text{-dihydro-}1H\text{-inden-2-yl})$ ,
- $(CH_2)_3C(=O)(2\text{-NH}_2\text{-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NH}_2\text{-5-F-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NH}_2\text{-4-F-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NH}_2\text{-3-F-phenyl})$ ,
- 20 - $(CH_2)_3C(=O)(2\text{-NH}_2\text{-4-Cl-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NH}_2\text{-4-OH-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NH}_2\text{-4-Br-phenyl})$ ,
- $(CH_2)_3(1H\text{-indazol-3-yl})$ ,
- $(CH_2)_3(5\text{-F-}1H\text{-indazol-3-yl})$ ,
- 25 - $(CH_2)_3(7\text{-F-}1H\text{-indazol-3-yl})$ ,
- $(CH_2)_3(6\text{-Cl-}1H\text{-indazol-3-yl})$ ,
- $(CH_2)_3(6\text{-Br-}1H\text{-indazol-3-yl})$ ,
- $(CH_2)_3C(=O)(2\text{-NHMe-phenyl})$ ,
- $(CH_2)_3(1\text{-benzothien-3-yl})$ ,
- 30 - $(CH_2)_3(6\text{-F-}1H\text{-indol-1-yl})$ ,
- $(CH_2)_3(5\text{-F-}1H\text{-indol-1-yl})$ ,
- $(CH_2)_3(6\text{-F-}2,3\text{-dihydro-}1H\text{-indol-1-yl})$ ,
- $(CH_2)_3(5\text{-F-}2,3\text{-dihydro-}1H\text{-indol-1-yl})$ ,
- $(CH_2)_3(6\text{-F-}1H\text{-indol-3-yl})$ ,
- 35 - $(CH_2)_3(5\text{-F-}1H\text{-indol-3-yl})$ ,
- $(CH_2)_3(5\text{-F-}1H\text{-indol-3-yl})$ ,
- $(CH_2)_3(9H\text{-purin-9-yl})$ ,

- $(CH_2)_3(7H\text{-purin-7-yl})$ ,
- $(CH_2)_3(6\text{-F-1H-indazol-3-yl})$ ,
- $(CH_2)_3C(=O)(2\text{-NHSO}_2Me\text{-4-F-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NHC}(=O)Me\text{-4-F-phenyl})$ ,
- 5 - $(CH_2)_3C(=O)(2\text{-NHC}(=O)Me\text{-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NHCO}_2Et\text{-4-F-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NHC}(=O)NHEt\text{-4-F-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NHCHO-4-F-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-OH-4-F-phenyl})$ ,
- 10 - $(CH_2)_3C(=O)(2\text{-MeS-4-F-phenyl})$ ,
- $(CH_2)_3C(=O)(2\text{-NHSO}_2Me\text{-4-F-phenyl})$ ,
- $(CH_2)_2C(Me)CO_2Me$ ,
- $(CH_2)_2C(Me)CH(OH)(4\text{-F-phenyl})_2$ ,
- $(CH_2)_2C(Me)CH(OH)(4\text{-Cl-phenyl})_2$ ,
- 15 - $(CH_2)_2C(Me)C(=O)(4\text{-F-phenyl})$ ,
- $(CH_2)_2C(Me)C(=O)(2\text{-MeO-4-F-phenyl})$ ,
- $(CH_2)_2C(Me)C(=O)(3\text{-Me-4-F-phenyl})$ ,
- $(CH_2)_2C(Me)C(=O)(2\text{-Me-phenyl})$ ,
- $(CH_2)_2C(Me)C(=O)\text{phenyl}$ ,

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$R^7$ ,  $R^8$ , and  $R^9$ , at each occurrence, are independently selected from

hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy, phenyl, benzyl,

5       HC(=O)-, methylC(=O)-, ethylC(=O)-, propylC(=O)-, isopropylC(=O)-, n-butylC(=O)-, isobutylC(=O)-, secbutylC(=O)-, tertbutylC(=O)-, phenylC(=O)-,

10      methylC(=O)NH-, ethylC(=O)NH -, propylC(=O)NH-, isopropylC(=O)NH-, n-butylC(=O)NH-, isobutylC(=O)NH-, secbutylC(=O)NH-, tertbutylC(=O)NH-, phenylC(=O)NH-,

methylamino-, ethylamino-, propylamino-, isopropylamino-, n-butylamino-, isobutylamino-, secbutylamino-, tertbutylamino-, phenylamino-,

15      provided that two of substituents R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup>, are independently selected from hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, and trifluoromethoxy;

k is 1 or 2; and

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n is 1 or 2.

**18.** A compound of Claim 1 wherein b is a single bond.

25      **19.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof.

30      **20.** A method for treating a human suffering from a disorder associated with 5HT2C receptor modulation comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

35      **21.** A method of Claim 20 for treating a human suffering from a disorder associated with 5HT2C receptor modulation wherein the compound is a 5HT2C agonist.

**22.** A method for treating a human suffering from a disorder associated with 5HT2A receptor modulation comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

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**23.** A method of Claim 22 for treating a human suffering from a disorder associated with 5HT2A receptor modulation wherein the compound is a 5HT2A antagonist.

10      **24.** A method for treating obesity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

15      **25.** A method for treating schizophrenia comprising administering to a patient in need thereof a therapeutically effective amount of compound of Claim 1, or a pharmaceutically acceptable salt thereof.

**26.** A method for treating depression comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

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